

INUUS DEVELOPERS PRIVATE LIMITED

Date: September 30, 2023

Scrip Code – 532960, 890145
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

DIHANI – EQ, DIHANIPP
National Stock Exchange of India Limited
“Exchange Plaza”,
Bandra-Kurla Complex, Bandra (E).
MUMBAI – 400 051

Dear Sir/Madam,

Ref.: Dhani Services Limited (Target Company)

Sub.: Disclosures under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. This is to inform you that the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, Chandigarh, vide its order dated August 28, 2023 (*a certified true copy of the order was received on September 11, 2023*) has approved the Scheme of Amalgamation for Amalgamation of Inuus Properties Private Limited (Transferor Company 1), Orthia Properties Private Limited (Transferor Company 2), Orthia Constructions Private Limited (Transferor Company 3), Zelkova Builders Private Limited (Transferor Company 4), Mugwort Real Estate Private Limited (Transferor Company 5), Gloxinia Infrastructure Private Limited (Transferor Company 6), Karkinos Constructions Private Limited (Transferor Company 7), Kapshi Infrastructure Private Limited (Transferor Company 8), Iphito Properties Private Limited (Transferor Company 9), Myrina Builders Private Limited (Transferor Company 10), Emu Constructions Private Limited (Transferor Company 11), Iphito Real Estate Private Limited (Transferor Company 12) and Inuus Developers Private Limited (Transferee Company). (*hereinafter referred to as Scheme*).

The above Order of Hon'ble NCLT Chandigarh Bench, Chandigarh was noted by the Board of Directors of respective companies in their meetings held on September 29, 2023 and pursuant to and in terms of Board authorisations a certified copy of the said Order was filed with the Registrar of Companies, NCT of Delhi & Haryana on September 29, 2023. Copy of the NCLT Order including Scheme is attached.

2. In terms of clause no. 1.8 of Part 1 read with clause no. 20.1(c) of Part V of the Scheme and clause no. 11 of the NCLT Order dated August 28, 2023 (received on September 11, 2023), the Scheme came into effect on September 29, 2023 upon its filing with the office of Registrar of Companies, NCT of Delhi & Haryana.
3. The Transferor Companies 1, 2, 3 and 4 and the Transferee Company referred to in Para 1 above were forming part of the promoter/ promoter group of Dhani Services Limited ('Target Company'/'TC').
4. Upon the Scheme coming into effect on September 29, 2023, the existing shareholding of the Transferor Companies 1,2,3 and 4 in the Target Company stands transferred to and vested in favour of Inuus Developers Private Limited (Transferee Company) w.e.f. September 29, 2023. Accordingly the shareholding of Transferee Company stands increased from 1,68,00,000 fully paid-up equity shares to 15,70,55,673 fully paid-up equity shares in the Target Company as detailed hereunder:



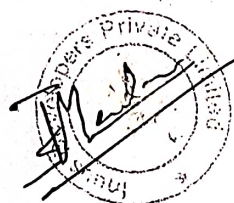
INUUS DEVELOPERS PRIVATE LIMITED

S.No.	Name of Transferor Co./Transferee Company	Shareholding in the TC before effectiveness of the Scheme	Shareholding in the TC on the date of effectiveness of the Scheme
1	Inuus Properties Private Limited	1,70,00,000	Nil
2	Orthia Properties Private Limited	4,22,48,080	Nil
3	Orthia Constructions Private Limited	3,20,74,335	Nil
4	Zelkova Builders Private Limited	4,89,33,258	Nil
5	Inuus Developers Private Limited	1,68,00,000	15,70,55,673
Total		15,70,55,673	15,70,55,673

5. Post coming into effect of the Scheme on September 29, 2023, the Promoter and Promoter Group and their shareholding in the Target Company stands as under:

Pre-effectiveness of the Scheme					Post-effectiveness of the Scheme			
S. No.	Name of Promoter and Promoter Group	No. of Shares	%	% of voting rights	Name of Promoter and Promoter Group	No. of Shares	%	% of voting rights
1	Mr. Sameer Gehlaut	3,42,52,493	5.60	5.63	Mr. Sameer Gehlaut	3,42,52,493	5.60	5.63
2	Inuus Properties Private Limited	1,70,00,000	2.78	2.80	Inuus Developers Private Limited	15,70,55,673	25.65	25.83
3	Orthia Properties Private Limited	4,22,48,080	6.90	6.95				
4	Orthia Constructions Private Limited	3,20,74,335	5.24	5.27				
5	Zelkova Builders Private Limited	4,89,33,258	7.99	8.05				
6	Inuus Developers Private Limited	1,68,00,000	2.74	2.76				
Total		19,13,08,166	31.25	31.46	Total	19,13,08,166	31.25	31.46

6. In view of the above, we submit herewith the following disclosures in connection with the abovementioned acquisition of equity shares of Target Company i.e. Dhani Services Limited by Inuus Developers Private Limited (Transferee Company) pursuant to the Scheme, for your kind information and record please:-
- Disclosures under Regulation 29(1) and 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and
 - Report under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



INUUS DEVELOPERS PRIVATE LIMITED

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CIN: U70109HR2009PTC078273

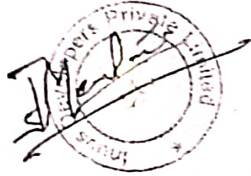
INUUS DEVELOPERS PRIVATE LIMITED

Kindly take the above Disclosures and Report on record.

Thanking you,

Yours faithfully,

For Inuus Developers Private Limited



Joginder Singh Kataria
Authorised Signatory

Encl.: As above

CC:

The Board of Directors

Dhani Services Limited

1/1 E, First Floor, East Patel Nagar,
New Delhi-110008

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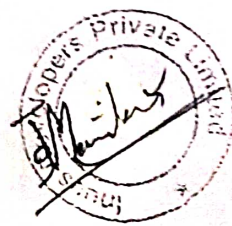
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INUUS DEVELOPERS PRIVATE LIMITED

DISCLOSURES UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Dhani Services Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Inuus Developers Private Limited (List of PACs attached)		
Whether the acquirer belongs to Promoter/ Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/ voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	<u>Acquirer:</u> 1,68,00,000 fully paid-up equity shares	2.74%*	2.70%
	<u>PACs:</u> 17,45,08,166 fully paid-up equity shares	28.51%*	28.01%
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	19,13,08,166 fully paid-up equity shares	31.25%*	30.71%
Details of acquisition			
a) Shares carrying voting rights acquired	<u>Acquirer:</u> 14,02,55,673 fully paid-up equity shares	22.91%^	22.51%^
	<u>PACs:</u>	(22.91%)^	



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	(14,02,55,673) fully paid-up equity shares		(22.51%)^
b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	Nil	Nil	Nil
e) Total (a+b+c+/-d)	Nil fully paid-up equity shares	0.00%	0.00%
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	<u>Acquirer:</u> 15,70,55,673 fully paid-up equity shares <u>PAC:</u> 3,42,52,493 fully paid-up equity shares	25.65% (a)	25.21%
b) VRs otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
e) Total (a+b+c+d)	19,13,08,166 fully paid-up equity shares	31.25% (c)	30.71%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Pursuant to a Scheme of Amalgamation, duly sanctioned by Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, Chandigarh on August 28, 2023, which came into effect on September 29, 2023 with its filing with Registrar of Companies, NCT of Delhi & Haryana.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Fully paid-up equity shares of Rs.2/- each of the Target Company.		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	September 29, 2023 (***) 		

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Equity share capital / total voting capital of the TC before the said acquisition	Rs. 121,62,96,148.40 (comprising 60,32,59,386 fully paid-up equity shares having face value of Rs. 2/- each, 88,88,524 partly paid-up equity shares with paid-up value of Rs. 1.10/- each having face value of Rs. 2/- each).
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 121,62,96,148.40 (comprising 60,32,59,386 fully paid-up equity shares having face value of Rs. 2/- each, 88,88,524 partly paid-up equity shares with paid-up value of Rs. 1.10/- each having face value of Rs. 2/- each).
Total diluted share/voting capital of the TC after the said acquisition	Diluted share/voting capital includes present paid-up equity share capital of the Company consisting of 61,21,47,910 equity shares (60,32,59,386 fully paid-up equity shares having face value of Rs. 2/- each, 88,88,524 partly paid-up equity shares with paid-up value of Rs.1.10/- each having face value of Rs. 2/- each) and 1,08,45,800 outstanding employees stock options convertible into equivalent number of Fully paid up equity shares.

* Percentage has been computed on paid-up share capital of the Target Company, comprising of 60,32,59,386 fully paid-up equity shares having face value of Rs. 2/- each and 88,88,524 partly paid-up equity shares with paid-up value of Rs. 1.10/- each having face value of Rs. 2/- each.

^ Indicates difference between pre and post- acquisition percentage shareholding in the Target Company.

(a) 25.65% is computed based on 61,21,47,910 equity shares. Basis 88,88,524 partly paid-up equity shares in respect of which holders thereof have the proportionate voting rights of 55%, in proportion to the paid-up value of these Shares, our voting right was 25.83% w.r.t. total voting capital.

(b) 5.60% is computed based on 61,21,47,910 equity shares. Basis 88,88,524 partly paid-up equity shares in respect of which holders thereof have the proportionate voting rights of 55%, in proportion to the paid-up value of these Shares, voting right of PAC was 5.63% w.r.t. total voting capital.

(c) in view of (a) & (b) above, our aggregate voting rights along with that of PAC were 31.46% on the total voting capital.

(***) Erstwhile Inuus Properties Private Limited (Transferor Company 1), Orthia Properties Private Limited (Transferor Company 2), Orthia Constructions Private Limited (Transferor Company 3) and Zelkova Builders Private Limited (Transferor Company 4) being part of promoter group/PACs were holding 14,02,55,673 fully paid-up equity shares of Target Company i.e. Dhani Services Limited. Pursuant to Scheme of Amalgamation sanctioned by Order dated August 28, 2023 of the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, Chandigarh, the Certified copy of the Order received on September 11, 2023, was filed with the Registrar of Companies, NCT of Delhi & Haryana on September 29, 2023. Upon the Scheme coming into effect on September 29, 2023, the Transferor Companies 1 to 4 as aforesaid, stand dissolved without undergoing the process of winding up, and equity shares of Target Company held by these Transferor Companies 1 to 4, by virtue of the Scheme, stand transferred to and vested with the acquirer company i.e. Inuus Developers Private Limited (Transferee Company), being part of promoter group/PACs. Accordingly, the Transferee Company now holds 15,70,55,673 fully paid-up equity shares of Target Company.



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Part-B

Name of the Target Company: Dhani Services Limited

Pre-effectiveness of the Scheme

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Mr. Sameer Gehlaut	Yes	
Inuus Properties Private Limited	Yes	
Orthia Properties Private Limited	Yes	
Orthia Constructions Private Limited	Yes	
Zelkova Builders Private Limited	Yes	
Inuus Developers Private Limited	Yes	

Post-effectiveness of the Scheme

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Mr. Sameer Gehlaut	Yes	
Inuus Developers Private Limited	Yes	

For Inuus Developers Private Limited



Joginder Singh Kataria
Authorised Signatory

Date: September 30, 2023

Place: Gurugram

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INUUS DEVELOPERS PRIVATE LIMITED

LIST OF PERSONS ACTING IN CONCERT (PACs)

{Forming part of disclosure under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 dated September 30, 2023}

Target Company: Dhani Services Limited

Pre-effectiveness of the Scheme		Post-effectiveness of the Scheme	
S. No.	Name of PACs	S. No.	Name of PACs
1	Mr. Sameer Gehlaut	1	Mr. Sameer Gehlaut
2	Inuus Properties Private Limited	2	Inuus Developers Private Limited
3	Orthia Properties Private Limited		
4	Orthia Constructions Private Limited		
5	Zelkova Builders Private Limited		
6	Inuus Developers Private Limited		

In terms of Scheme of Amalgamation sanctioned by Order dated August 28, 2023 of the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, Chandigarh, the Scheme came into effect on its filing with the office of Registrar of Companies, NCT of Delhi & Haryana on September 29, 2023 and consequently Inuus Properties Private Limited (Transferor Company 1), Orthia Properties Private Limited (Transferor Company 2), Orthia Constructions Private Limited (Transferor Company 3) and Zelkova Builders Private Limited (Transferor Company 4) stand dissolved without undergoing the process of winding up.



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INUUS DEVELOPERS PRIVATE LIMITED

DISCLOSURE OF DETAILS OF ACQUISITION TO TARGET COMPANY AND STOCK EXCHANGES WHERE THE SHARES OF THE TARGET COMPANY ARE LISTED, IN TERMS OF REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1	Name of the Target Company (TC)	Dhani Services Limited		
2	Name(s) of the Acquirer and Persons Acting in Concert (PACs) with the acquirer	Inuus Developers Private Limited (List of PACs attached)		
3	Whether the acquirer belongs to Promoter/Promoter group	Yes		
4	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
5	Details of the acquisition / disposal as follows	Number	% w. r. t. total share/voting capital, wherever applicable	% w. r. t. total diluted share/voting capital of the TC
<u>Before the acquisition/disposal under consideration, holding of:</u>				
(a)	Shares carrying voting rights	Acquirer: 1,68,00,000 fully paid-up equity shares PACs: 17,45,08,166 fully paid-up equity shares	2.74%* 28.51%*	2.70% 28.01%
(b)	Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	Nil	Nil	Nil
(c)	Voting rights (VRs) otherwise than by shares	Nil	Nil	Nil
(d)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Nil	Nil	Nil
(e)	Total (a + b + c + d)	19,13,08,166 fully paid-up equity shares	31.25%*	30.71%



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<u>Details of acquisition / (sale):</u>				
(a)	Shares carrying voting rights acquired/(sold)	<u>Acquirer:</u> 14,02,55,673 fully paid-up equity shares <u>PACs:</u> (14,02,55,673) fully paid-up equity shares	22.91%^	22.51%^
(b)	Voting rights (VRs) acquired/ (sold) otherwise than by shares	Nil	Nil	Nil
(c)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ (sold)	Nil	Nil	Nil
(d)	Shares encumbered / invoked/released by the acquirer	Nil	Nil	Nil
(e)	Total (a + b + c +/- d)	Nil fully paid-up equity shares	0.00%	0.00%
<u>After the acquisition / sale, holding of:</u>				
(a)	Shares carrying voting rights	<u>Acquirer:</u> 15,70,55,673 fully paid-up equity shares <u>PAC:</u> 3,42,52,493 fully paid-up equity shares	25.65% (a)	25.21%
(b)	Shares encumbered with the acquirer	Nil	Nil	Nil
(c)	Voting rights (VRs) otherwise than by shares	Nil	Nil	Nil
(d)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) after acquisition	Nil	Nil	Nil
(e)	Total (a + b + c + d)	19,13,08,166 fully paid-up equity shares	31.25% (c)	30.71%



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6	Mode of acquisition / sale (e.g. open market/off-market/public issue/rights issue/preferential allotment / <i>inter-se</i> transfer etc.)	Pursuant to a Scheme of Amalgamation, duly sanctioned by Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, Chandigarh on August 28, 2023, which came into effect on September 29, 2023 with its filing with Registrar of Companies, NCT of Delhi & Haryana.
7	Date of acquisition/ sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	September 29, 2023 (***)
8	Equity share capital / total voting capital of the target company before the said acquisition / sale	Rs. 121,62,96,148.40 (comprising 60,32,59,386 fully paid-up equity shares having face value of Rs. 2/- each, 88,88,524 partly paid-up equity shares with paid-up value of Rs. 1.10/- each having face value of Rs. 2/- each). [Paid-up Capital of the Company as on September 13, 2023 (being date of last disclosure made under Regulation 29(2))].
9	Equity share capital/total voting capital of the target company after the said acquisition / sale .	Rs. 121,62,96,148.40 (comprising 60,32,59,386 fully paid-up equity shares having face value of Rs. 2/- each, 88,88,524 partly paid-up equity shares with paid-up value of Rs. 1.10/- each having face value of Rs. 2/- each) as on September 29, 2023.
10	Total diluted capital/ voting capital of the target company after the said acquisition / sale	Diluted share/voting capital includes present paid-up equity share capital of the Company consisting of 61,21,47,910 equity shares (60,32,59,386 fully paid-up equity shares having face value of Rs. 2/- each, 88,88,524 partly paid-up equity shares with paid-up value of Rs.1.10/- each having face value of Rs. 2/- each) and 1,08,45,800 outstanding employees stock options convertible into equivalent number of Fully paid up equity shares.

* Percentage has been computed on paid-up share capital of the Target Company as on September 13, 2023, [being date of last disclosure made under Regulation 29(2)] comprising of 60,32,59,386 fully paid-up equity shares having face value of Rs. 2/- each and 88,88,524 partly paid-up equity shares with paid-up value of Rs. 1.10/- each having face value of Rs. 2/- each.

^ Indicates difference between pre and post- acquisition percentage shareholding in the Target Company.

(a) 25.65% is computed based on 61,21,47,910 equity shares. Basis 88,88,524 partly paid-up equity shares in respect of which holders thereof have the proportionate voting rights of 55%, in proportion to the paid-up value of these Shares, our voting right was 25.83% w.r.t. total voting capital.

(b) 5.60% is computed based on 61,21,47,910 equity shares. Basis 88,88,524 partly paid-up equity shares in respect of which holders thereof have the proportionate voting rights of 55%, in proportion to the paid-up value of these Shares, voting right of PAC was 5.63% w.r.t. total voting capital.

(c) in view of (a) & (b) above, our aggregate voting rights along with that of PAC were 31.46% on the total voting capital.



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(***) Erstwhile Inuus Properties Private Limited (Transferor Company 1), Orthia Properties Private Limited (Transferor Company 2), Orthia Constructions Private Limited (Transferor Company 3) and Zalkova Builders Private Limited (Transferor Company 4) being part of promoter group/PACs were holding 14,02,55,673 fully paid-up equity shares of Target Company i.e. Dhani Services Limited. Pursuant to Scheme of Amalgamation sanctioned by Order dated August 28, 2023 of the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, Chandigarh, the Certified copy of the Order received on September 11, 2023, was filed with the Registrar of Companies, NCT of Delhi & Haryana on September 29, 2023. Upon the Scheme coming into effect on September 29, 2023, the Transferor Companies 1 to 4 as aforesaid, stand dissolved without undergoing the process of winding up, and equity shares of Target Company held by these Transferor Companies 1 to 4, by virtue of the Scheme, stand transferred to and vested with the acquirer company i.e. Inuus Developers Private Limited (Transferee Company), being part of promoter group/PACs. Accordingly, the Transferee Company now holds 15,70,55,673 fully paid-up equity shares of Target Company.

For Inuus Developers Private Limited



Joginder Singh Kataria
Authorised Signatory

Date: September 30, 2023
Place: Gurugram

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LIST OF PERSONS ACTING IN CONCERT (PACs)

{Forming part of disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 dated September 30, 2023}

Target Company: Dhani Services Limited

Pre-effectiveness of the Scheme		Post-effectiveness of the Scheme	
S. No.	Name of PACs	S. No.	Name of PACs
1	Mr. Sameer Gehlaut	1	Mr. Sameer Gehlaut
2	Inuus Properties Private Limited	2	Inuus Developers Private Limited
3	Orthia Properties Private Limited		
4	Orthia Constructions Private Limited		
5	Zelkova Builders Private Limited		
6	Inuus Developers Private Limited		

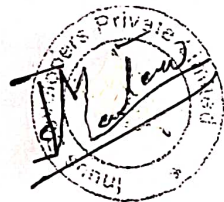
In terms of Scheme of Amalgamation sanctioned by Order dated August 28, 2023 of the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, Chandigarh, the Scheme came into effect on its filing with the office of Registrar of Companies, NCT of Delhi & Haryana on September 29, 2023 and consequently Inuus Properties Private Limited (Transferor Company 1), Orthia Properties Private Limited (Transferor Company 2), Orthia Constructions Private Limited (Transferor Company 3) and Zelkova Builders Private Limited (Transferor Company 4) stand dissolved without undergoing the process of winding up.



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Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Dhani Services Limited			
2.	Name of the acquirer(s)	Inuus Developers Private Limited (List of PACs attached)			
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited National Stock Exchange of India Limited			
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Pursuant to a Scheme of Amalgamation, duly sanctioned by Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, Chandigarh on August 28, 2023, which came into effect on September 29, 2023 with its filing with Registrar of Companies, NCT of Delhi & Haryana.**			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii) of SEBI SAST Regulations			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Not Applicable 			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made ~		
	a. Name of the transferor / seller	Not Applicable	Not Applicable		
	b. Date of acquisition	Not Applicable	Not Applicable		
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not Applicable	Not Applicable		
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Not Applicable	Not Applicable		
	e. Price at which shares are proposed to be acquired / actually acquired	Not Applicable	Not Applicable		
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a. Each Acquirer / Transferee(*) Inuus Developers Private Limited**	1,68,00,000	2.74 #	15,70,55,673	25.65 #
	b. Each Seller / Transferor				

(i) Inuus Properties Private Limited **	1,70,00,000	2.78 //	Nil	Nil
(ii) Orthia Properties Private Limited **	4,22,48,080	6.90 //	Nil	Nil
(iii) Orthia Constructions Private Limited**	3,20,74,335	5.24 //	Nil	Nil
(iv) Zelkova Builders Private Limited **	4,89,33,258	7.99 //	Nil	Nil

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

(**) Erstwhile Inuus Properties Private Limited (Transferor Company 1), Orthia Properties Private Limited (Transferor Company 2), Orthia Constructions Private Limited (Transferor Company 3) and Zelkova Builders Private Limited (Transferor Company 4) being part of promoter group/PACs were holding 14,02,55,673 fully paid-up equity shares of Target Company i.e. Dhani Services Limited. Pursuant to Scheme of Amalgamation sanctioned by Order dated August 28, 2023 of the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, Chandigarh, the Certified copy of the Order received on September 11, 2023, was filed with the Registrar of Companies, NCT of Delhi & Haryana on September 29, 2023. Upon the Scheme coming into effect on September 29, 2023, the Transferor Companies 1 to 4 as aforesaid, stand dissolved without undergoing the process of winding up, and equity shares of Target Company held by these Transferor Companies 1 to 4, by virtue of the Scheme, stand transferred to and vested with the acquirer company i.e. Inuus Developers Private Limited (Transferee Company), being part of promoter group/PACs. Accordingly, the Transferee Company now holds 15,70,55,673 fully paid-up equity shares of Target Company.

computed based on 61,21,47,910 equity shares comprising of 60,32,59,386 fully paid-up equity shares having face value of Rs. 2/- each and 88,88,524 partly paid-up equity shares with paid-up value of Rs. 1.10/- each having face value of Rs. 2/- each. However, basis 88,88,524 partly paid-up equity shares in respect of which holders thereof have the proportionate voting rights of 55%, in proportion to the paid-up value of these Shares, our voting right w.r.t. total voting capital of TC was 25.83%.

For Inuus Developers Private Limited

Joginder Singh Kataria
Authorised Signatory

Date: September 30, 2023
Place: Gurugram

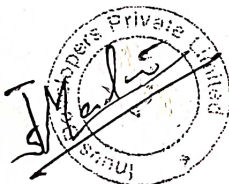
LIST OF PERSONS ACTING IN CONCERT (PACs)

{Forming part of disclosure under Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 dated September 30, 2023}

Target Company: Dhani Services Limited

Pre-effectiveness of the Scheme		Post-effectiveness of the Scheme	
S. No.	Name of PACs	S. No.	Name of PACs
1	Mr. Sameer Gehlaut	1	Mr. Sameer Gehlaut
2	Inuus Properties Private Limited	2	Inuus Developers Private Limited
3	Orthia Properties Private Limited		
4	Orthia Constructions Private Limited		
5	Zelkova Builders Private Limited		
6	Inuus Developers Private Limited		

In terms of Scheme of Amalgamation sanctioned by Order dated August 28, 2023 of the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, Chandigarh, the Scheme came into effect on its filing with the office of Registrar of Companies, NCT of Delhi & Haryana on September 29, 2023 and consequently Inuus Properties Private Limited (Transferor Company 1), Orthia Properties Private Limited (Transferor Company 2), Orthia Constructions Private Limited (Transferor Company 3) and Zelkova Builders Private Limited (Transferor Company 4) stand dissolved without undergoing the process of winding up.





**NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH
CORPORATE BHAWAN, PLOT NO. 4-B
GROUND FLOOR, SECTOR 27-B, MADHYA MARG,
CHANDIGARH-160019**

No.NCLT/Reg./FO/2023/.....817.....

Date...11/9/23.....

CP (CAA) No.73/Chd/Hry/2022

Under Sections 230 to 232 of the
Companies Act, 2013 Read with
Companies (Compromises,
Arrangements and
Amalgamations) Rules, 2016

In the matter of Scheme of Amalgamation between:

To

- 1. Inuus Properties Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AACCI1953M
CIN: U70109HR2009PTC078005

... Petitioner Company No. 1/Transferor Company No. 1

And

- 2. Orthia Properties Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AABCO2309Q
CIN: U70200HR2009PTC078008

... Petitioner Company No. 2/Transferor Company No. 2

And

- 3. Orthia Constructions Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AABCO2307A
CIN: U70109HR2009PTC078007

... Petitioner Company No. 3/Transferor Company No. 3

And

- 4. Zelkova Builders Private Limited**

CP (CAA) No. 73/Chd/Hry/2022



with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AAACZ5953G
CIN: U70102HR2012PTC078284

... Petitioner Company No. 4/Transferor Company No. 4

And

- 5. Mugwort Real Estate Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AAGCM7894P
CIN: U70101HR2010PTC078780

... Petitioner Company No. 5/Transferor Company No. 5

And

- 6. Gloxinia Infrastructure Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AADCG9777C
CIN: U70103HR2010PTC078775

... Petitioner Company No. 6/Transferor Company No. 6

And

- 7. Karkinos Constructions Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AAFCK4393L
CIN: U70109HR2014PTC079066

... Petitioner Company No. 7/Transferor Company No. 7

And

- 8. Kapshi Infrastructure Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AAFCK5962K
CIN: U70102HR2014PTC078777

... Petitioner Company No. 8/Transferor Company No. 8

And

- 9. Iphito Properties Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AADCI4628L
CIN: U70102HR2014PTC078274

... Petitioner Company No. 9/Transferor Company No. 9

And

- 10. Myrina Builders Private Limited**
with its registered office situated at



875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AAJCM0644C
CIN: U70102HR2014PTC078276

... Petitioner Company No. 10/Transferor Company No. 10

And

- 11. Emu Constructions Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AADCE7393Q
CIN: U70102HR2014PTC079063

... Petitioner Company No. 11/Transferor Company No. 11

And

- 12. Iphito Real Estate Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AADCI4627F
CIN: U70102HR2014PTC078275

... Petitioner Company No. 12/Transferor Company No. 12

And

- 13. Inuus Developers Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AACCI1928E
CIN: U70109HR2009PTC078273

... Petitioner Company No. 13/Transferee Company

Please find enclosed herewith formal order as per Form No. CAA 7 of Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 containing the directions of the Hon'ble National Company Law Tribunal, Chandigarh for compliance in terms of order dated 28.08.2023.


08.09.23
(P.K. Tiwari)
Designed Registrar



FORM No. CAA.7
(Pursuant to section 232 and rule 20)
Before the National Company Law Tribunal,
Chandigarh Bench, Chandigarh

CP (CAA) No.73/Chd/Hry/2022

Under Sections 230 to 232 of the
Companies Act, 2013 Read with
Companies (Compromises,
Arrangements and
Amalgamations) Rules, 2016

In the matter of Scheme of Amalgamation between:

To

- 1. Inuus Properties Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AACCI1953M
CIN: U70109HR2009PTC078005

... Petitioner Company No. 1/Transferor Company No. 1

And

- 2. Orthia Properties Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AABCO2309Q
CIN: U70200HR2009PTC078008

... Petitioner Company No. 2/Transferor Company No. 2

And

- 3. Orthia Constructions Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AABCO2307A
CIN: U70109HR2009PTC078007

... Petitioner Company No. 3/Transferor Company No. 3

And

- 4. Zelkova Builders Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AAACZ5953G
CIN: U70102HR2012PTC078284

... Petitioner Company No. 4/Transferor Company No. 4

And



CP (CAA) No. 73/Chd/Hry/2022

- 5. Mugwort Real Estate Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AAGCM7894P
CIN: U70101HR2010PTC078780

... Petitioner Company No. 5/Transferor Company No. 5

And

- 6. Gloxinia Infrastructure Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AADCG9777C
CIN: U70103HR2010PTC078775

... Petitioner Company No. 6/Transferor Company No. 6

And

- 7. Karkinos Constructions Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AAFCK4393L
CIN: U70109HR2014PTC079066

... Petitioner Company No. 7/Transferor Company No. 7

And

- 8. Kapshi Infrastructure Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AAFCK5962K
CIN: U70102HR2014PTC078777

... Petitioner Company No. 8/Transferor Company No. 8

And

- 9. Iphito Properties Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AADCI4628L
CIN: U70102HR2014PTC078274

... Petitioner Company No. 9/Transferor Company No. 9

And

- 10. Myrina Builders Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AAJCM0644C
CIN: U70102HR2014PTC078276

... Petitioner Company No. 10/Transferor Company No. 10

And



- 11. Emu Constructions Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AADCE7393Q
CIN: U70102HR2014PTC079063

... Petitioner Company No. 11/Transferor Company No. 11

And

- 12. Iphito Real Estate Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AADCI4627F
CIN: U70102HR2014PTC078275

... Petitioner Company No. 12/Transferor Company No. 12

And

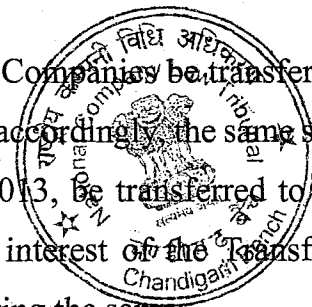
- 13. Inuus Developers Private Limited**
with its registered office situated at
875, Sector 17-B, Gurugram-122001, Haryana.
PAN: AACCI1928E
CIN: U70109HR2009PTC078273

... Petitioner Company No. 13/Transferee Company

Upon the above petition coming up for hearing on 28th August, 2023 and upon reading the said petition, report submitted by the Income Tax Department and compliance affidavit submitted by the Petitioner Companies and hearing Learned Advocate for the petitioner companies as well as counsel for the Income Tax Department and after carefully perusing the records, the National company Law Tribunal approved the 'scheme' with the clarification that this order should not be construed as an order in any way granting exemption from payment of stamp duty, taxes or any other charges, if any, payment is due or required in accordance with law or in respect to any permission/compliance with any other requirement which may be specifically required under any law.

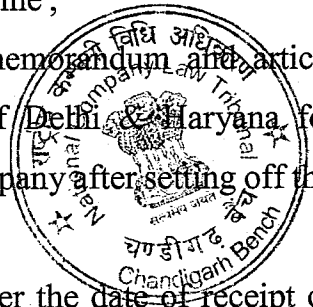
THIS TRIBUNAL DO FURTHER ORDER:

1. That all the properties, rights and powers of the Transferor Companies be transferred, without further act or deed, to the Transferee Company and accordingly, the same shall pursuant to Sections 230 to 232 of the Companies Act, 2013, be transferred to and vested in the Transferee Company for all the estate and interest of the Transferor Company but subject nevertheless to all charges now affecting the same,



[Handwritten signature]

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 Sections 230 to 232 of the Companies Act, 2013, be transferred to and become the liabilities and duties of the Transferee Company;
3. That all benefits, entitlements, incentives and concessions under incentive schemes and policies that the Transferor Companies is entitled to include under Customs, Excise, Service Tax, VAT, Sales Tax, GST and Entry Tax and Income Tax laws, subsidy receivables from Government, grant from any governmental authorities, direct tax benefit/exemptions/deductions, shall, to the extent statutorily available and along with associated obligations, stand transferred to and be available to the Transferee Company as if the Transferee Company was originally entitled to all such benefits, entitlements, incentives and concessions;
4. That all contracts of the Transferor Companies which are subsisting or having effect immediately before the Effective Date, shall stand transferred to and vested in the Transferee Company and be in full force and effect in favour of the Transferee Company and may be enforced by or against it as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obliged thereto;
5. That the employees of the Transferor Companies shall be transferred to the Transferee Company in terms of the 'Scheme';
6. That the Appointed Date for the scheme shall be 01.04.2022 as specified in the scheme;
7. That the proceedings, if any, now pending by or against the Transferor Companies be continued by or against the Transferee Company;
8. That the assessment under the Income Tax Act will be in accordance with the provisions of the Section 170 (2A) of the Income Tax Act, 1961;
9. That the fee, if any, paid by the Transferor Companies on its authorized capital shall be set off against any fees payable by the Transferee Company on its combined authorized capital subsequent to the sanction of the 'Scheme';
10. That the Transferee Company shall file the revised memorandum and articles of association with the Registrar of Companies, NCT of Delhi & Haryana, for the enhancement of authorized capital of the Transferee Company after setting off the fees paid by the Transferor Companies;
11. That the Petitioner Companies shall, within 30 days after the date of receipt of this order, cause a certified copy of this order to be delivered to the Concerned Registrar



of Companies for registration and on such certified copy being so delivered, the Transferor Companies shall be dissolved without undergoing the process of winding up. The concerned Registrar of Companies shall place all documents relating to the Transferor Companies registered with him on the file relating to the said Transferee Company, and the files relating to the Transferor Companies and Transferee Company shall be consolidated accordingly, as the case may be; and

12. That any person interested shall be at liberty to apply to this Tribunal in the above matter for any directions that may be necessary.

Dated: 28.08.2023
(By the Tribunal)


08.09.23
(P.K. Tiwari)
Designated Registrar
National Company Law Tribunal,
Chandigarh Bench

SCHEDULE OF PROPERTIES

(attached as supplied by the Transferor Company)



FREE OF COST COPY

CERTIFIED TO BE TRUE COPY
OF THE ORIGINAL

No. 818
Date of Presentation
of application for Copy 5/9/23
No. of Pages 8
Copying Fee N.I.
Registration & Postage Fee N.I.
Total ₹ N.I.
Date of Receipt &
Date of Preparation of Copy 11/9/23
Date of Delivery of Copy _____


11.09.23
DD/DR/AR/Court Officer
National Company Law Tribunal
Chandigarh Bench, Chandigarh

INUUS PROPERTIES PRIVATE LIMITED

Annexure A.

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Form CAA 7

(Transferor Company 1)

Schedule of Assets and Properties of Inuus Properties Private Limited ("the Transferor Company 1") to be transferred to Inuus Developers Private Limited ("the Transferee Company") as on the Appointed Date i.e. 1st April, 2022.

Part - I

Short Description of Freehold Property of Inuus Properties Private Limited ("the Transferor Company 1") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-1

Detail of Freehold Immovable Property	
Particular	Amount (In INR)
Agriculture Land measuring to 1 Bigha 05 Bishwa situated at Village Kosana, District Jodhpur, Bilara, Rajasthan.	78,240

Part - II

Short Description of Leasehold Property of Inuus Properties Private Limited ("the Transferor Company 1") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule -2

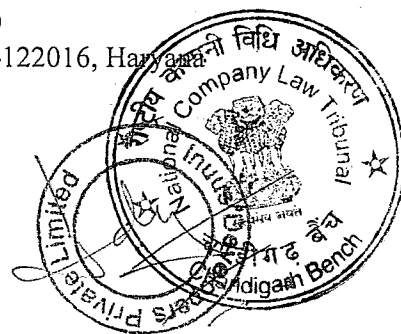
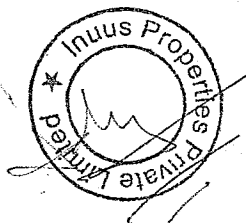
Detail of Leasehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - III

Short description of stocks, shares, debentures of Inuus Properties Private Limited ("the Transferor Company 1") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

INUUS PROPERTIES PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70109HR2009PTC078005)



INUUS PROPERTIES PRIVATE LIMITED

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Schedule-3

Details of Stocks, shares, debentures, other charge in action.		
Particular	No. of Instrument	Amount (IN INR)
Equity Shares of Orthia Constructions Private Limited	10,000	100,000
Equity Shares of Zelkova Builders Private Limited	10,000	100,000
Equity Shares of Dhani Services Limited	1,70,00,000	74,37,50,000
Compulsory Convertible Debentures of Zelkova Builders Private Limited	21,96,200	219,62,00,000
Compulsory Convertible Debentures of Orthia Constructions Private Limited	9,29,400	92,94,00,000
Compulsory Convertible Debentures of Calleis Builders Private Limited	11,85,300	118,53,00,000

Part - IV

Short description other charge in action of Inuus Properties Private Limited ("the Transferor Company 1") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-4

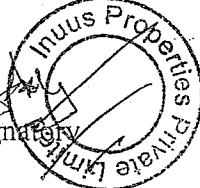
Detail of Other Charge in action	
Particular	Amount (In INR)
Balance with bank in current account	31,820
Cash on Hand	44,150
Short-term loans and advances	100

Balances are taken as per audited financial statements as on 31 March 2022. Accordingly, same balances shall be opening amounts as on 1 April 2022 i.e. Appointed Date

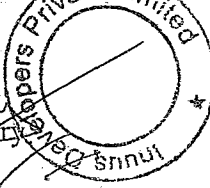
For Inuus Properties Private Limited

For Inuus Developers Private Limited

Authorised Signatory



Authorised Signatory



INUUS PROPERTIES PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016
(CIN: U70109HR2009PTC078005)



ORTHIA PROPERTIES PRIVATE LIMITED

Form CAA 7

(Transferor Company 2)

Schedule of Assets and Properties of Orthia Properties Private Limited ("the Transferor Company 2") to be transferred to Inuus Developers Private Limited ("the Transferee Company") as on the Appointed Date i.e. 1st April, 2022.

Part - I

Short Description of Freehold Property of Orthia Properties Private Limited ("the Transferor Company 2") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-1

Detail of Freehold Immovable Property	
Particular	Amount (In INR)
Agriculture Land measuring to 1 Bigha 05 Bishwa situated at Village Kosana, District Jodhpur, Bilara, Rajasthan.	78,240

Part - II

Short Description of Leasehold Property of Orthia Properties Private Limited ("the Transferor Company 2") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule -2

Detail of Leasehold Immovable Property	
Particular	Amount (In INR)
NIL	

Part - III

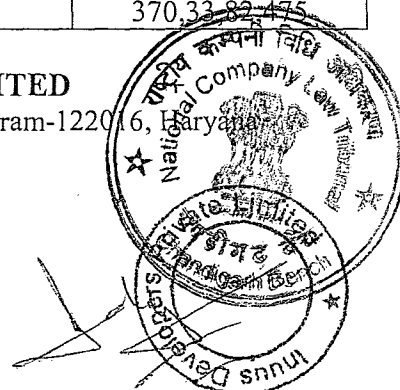
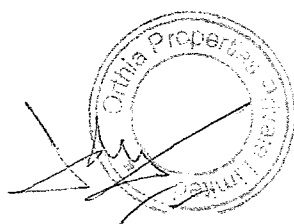
Short description of stocks, shares, debentures of Orthia Properties Private Limited ("the Transferor Company 2") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-3

Details of Stocks, shares, debentures, other charge in action.		
Particular	No. of Instrument	Amount (IN INR)
Equity Shares of Dhani Services Limited	4,72,48,080	370,33,82,475

ORTHIA PROPERTIES PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70200HR2009PTC078008)



ORTHIA PROPERTIES PRIVATE LIMITED

8

Part - IV

Short description other charge in action of Orthia Properties Private Limited ("the Transferor Company 2") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-4

Detail of Other Charge in action	
Particular	Amount (In INR)
Balance with bank in current account	294,696
Cash on Hand	900

Balances are taken as per audited financial statements as on 31 March 2022. Accordingly, same balances shall be opening amounts as on 1 April 2022 i.e. Appointed Date

For Orthia Properties Private Limited

For Inuus Developers Private Limited

Authorised Signatory

Authorised Signatory

ORTHIA PROPERTIES PRIVATE LIMITED
Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70200HR2009PTC078008)



ORTHIA CONSTRUCTIONS PRIVATE LIMITED

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Form CAA 7

(Transferor Company 3)

Schedule of Assets and Properties of Orthia Constructions Private Limited ("the Transferor Company 3") to be transferred to Inuus Developers Private Limited ("the Transferee Company") as on the Appointed Date i.e. 1st April, 2022.

Part - I

Short Description of Freehold Property of Orthia Constructions Private Limited ("the Transferor Company 3") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-1

Detail of Freehold Immovable Property	
Particular	Amount (In INR)
Agriculture Land measuring to 1 Bigha 05 Bishwa situated at Village Kosana, District Jodhpur, Bilara, Rajasthan.	78,240

Part - II

Short Description of Leasehold Property of Orthia Constructions Private Limited ("the Transferor Company 3") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule -2

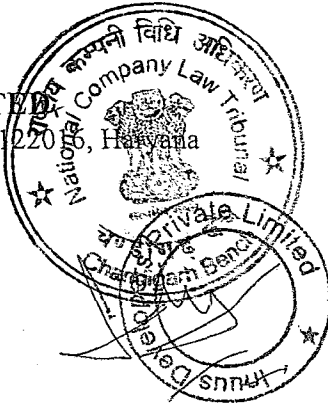
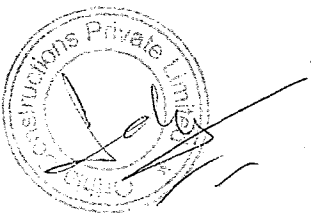
Detail of Leasehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - III

Short description of stocks, shares, debentures of Orthia Constructions Private Limited ("the Transferor Company 3") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

ORTHIA CONSTRUCTIONS PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122006, Haryana
(CIN: U70109HR2009PTC078007)



ORTHIA CONSTRUCTIONS PRIVATE LIMITED

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Schedule-3

Details of Stocks, shares, debentures, other charge in action.		
Particular	No. of Instrument	Amount (IN INR)
Equity Shares of Dhani Services Limited	3,70,74,335	272,57,18,030

Part - IV

Short description other charge in action of Orthia Constructions Private Limited ("the Transferor Company 3") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

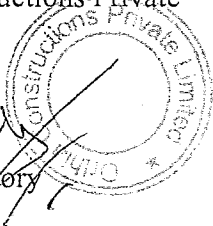
Schedule-4

Detail of Other Charge in action	
Particular	Amount (In INR)
Balance with bank in current account	449,300
Cash on Hand	6,690

Balances are taken as per audited financial statements as on 31 March 2022. Accordingly, same balances shall be opening amounts as on 1 April 2022 i.e. Appointed Date

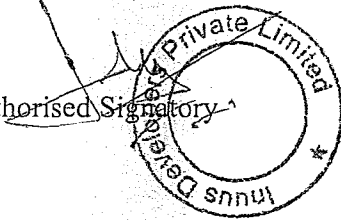
For Orthia Constructions Private Limited

Authorised Signatory



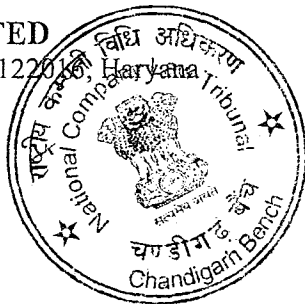
For Inuus Developers Private Limited

Authorised Signatory



ORTHIA CONSTRUCTIONS PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70109HR2009PTC078007)



ZELKOVA BUILDERS PRIVATE LIMITED

Form CAA 7

(Transferor Company 4)

Schedule of Assets and Properties of Zelkova Builders Private Limited ("the Transferor Company 4") to be transferred to Inuus Developers Private Limited ("the Transferee Company") as on the Appointed Date i.e. 1st April, 2022.

Part - I

Short Description of Freehold Property of Zelkova Builders Private Limited ("the Transferor Company 4") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-1

Detail of Freehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - II

Short Description of Leasehold Property of Zelkova Builders Private Limited ("the Transferor Company 4") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule -2

Detail of Leasehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - III

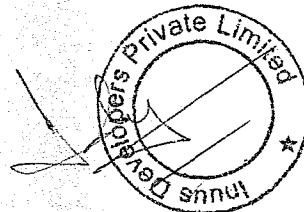
Short description of stocks, shares, debentures of Zelkova Builders Private Limited ("the Transferor Company 4") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-3

Details of Stocks, shares, debentures, other charge in action.		
Particular	No. of Instrument	Amount (IN INR)
Equity Shares of Dhani Services Limited	4,89,33,258	363,61,21,326

ZELKOVA BUILDERS PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70102HR2012PTC078284)



ZELKOVA BUILDERS PRIVATE LIMITED

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Part - IV

Short description other charge in action of Zelkova Builders Private Limited ("the Transferor Company 4") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-4

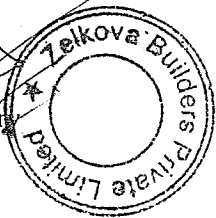
Detail of Other Charge in action	
Particular	Amount (In INR)
Balance with bank in current account	4,31,30,226
Cash on Hand	103,000

Balances are taken as per audited financial statements as on 31 March 2022. Accordingly, same balances shall be opening amounts as on 1 April 2022 i.e. Appointed Date

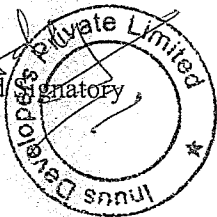
For Zelkova Builders Private Limited

For Inuus Developers Private Limited

Authorised Signatory



Authorised Signatory



ZELKOVA BUILDERS PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70102HR2012PTC078284)



MUGWORT REAL ESTATE PRIVATE LIMITED

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Form CAA 7

(Transferor Company 5)

Schedule of Assets and Properties of Mugwort Real Estate Private Limited ("the Transferor Company 5") to be transferred to Inuus Developers Private Limited ("the Transferee Company") as on the Appointed Date i.e. 1st April, 2022.

Part - I

Short Description of Freehold Property of Mugwort Real Estate Private Limited ("the Transferor Company 5") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-1

Detail of Freehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - II

Short Description of Leasehold Property of Mugwort Real Estate Private Limited ("the Transferor Company 5") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule -2

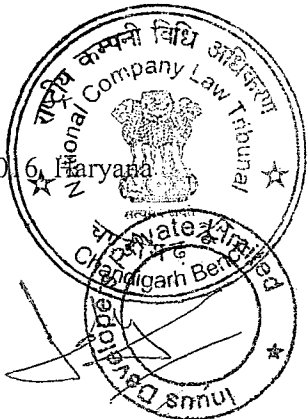
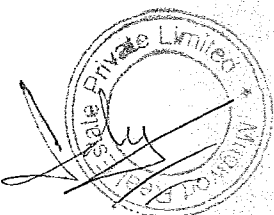
Detail of Leasehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - III

Short description of stocks, shares, debentures of Mugwort Real Estate Private Limited ("the Transferor Company 5") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

MUGWORT REAL ESTATE PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70101HR2010PTC078780)



MUGWORT REAL ESTATE PRIVATE LIMITED

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Form CAA 7

(Transferor Company 5)

Schedule of Assets and Properties of Mugwort Real Estate Private Limited ("the Transferor Company 5") to be transferred to Inuus Developers Private Limited ("the Transferee Company") as on the Appointed Date i.e. 1st April, 2022.

Part - I

Short Description of Freehold Property of Mugwort Real Estate Private Limited ("the Transferor Company 5") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-1

Detail of Freehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - II

Short Description of Leasehold Property of Mugwort Real Estate Private Limited ("the Transferor Company 5") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule -2

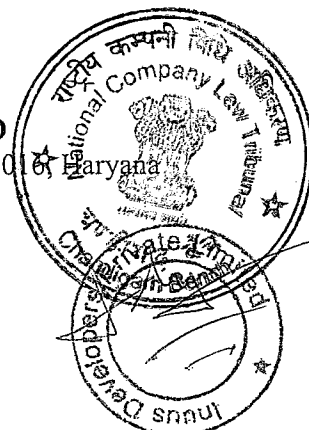
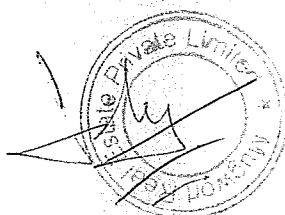
Detail of Leasehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - III

Short description of stocks, shares, debentures of Mugwort Real Estate Private Limited ("the Transferor Company 5") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

MUGWORT REAL ESTATE PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122018, Haryana
(CIN: U70101HR2010PTC078780)



MUGWORT REAL ESTATE PRIVATE LIMITED

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Schedule-3

Details of Stocks, shares, debentures, other charge in action.		
Particular	No. of Instrument	Amount (IN INR)
Equity Shares of Gloxinia Infrastructure Private Limited	10,000	100,000
Equity Shares of Emu Constructions Private Limited	2,50,10,000	25,01,00,000
Compulsory Convertible Debentures of Gloxinia Infrastructure Private Limited	200	2,00,000

Part - IV

Short description other charge in action of Mugwort Real Estate Private Limited ("the Transferor Company 5") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-4

Detail of Other Charge in action	
Particular	Amount (In INR)
Balance with bank in current account	179,030
Cash on Hand	49,330

Balances are taken as per audited financial statements as on 31 March 2022. Accordingly, same balances shall be opening amounts as on 1 April 2022 i.e. Appointed Date

For Mugwort Real Estate Private Limited

Authorised Signatory

For Inuus Developers Private Limited

Authorised Signatory

MUGWORT REAL ESTATE PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70101HR2010PTC078780)



GLOXINIA INFRASTRUCTURE PRIVATE LIMITED

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Form CAA 7

(Transferor Company 6)

Schedule of Assets and Properties of Gloxinia Infrastructure Private Limited (“the Transferor Company 6”) to be transferred to Inuus Developers Private Limited (“the Transferee Company”) as on the Appointed Date i.e. 1st April, 2022.

Part - I

Short Description of Freehold Property of Gloxinia Infrastructure Private Limited (“the Transferor Company 6”) to be transferred to Inuus Developers Private Limited (“the Transferee Company”)

Schedule-1

Detail of Freehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part – II

Short Description of Leasehold Property of Gloxinia Infrastructure Private Limited (“the Transferor Company 6”) to be transferred to Inuus Developers Private Limited (“the Transferee Company”)

Schedule -2

Detail of Leasehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - III

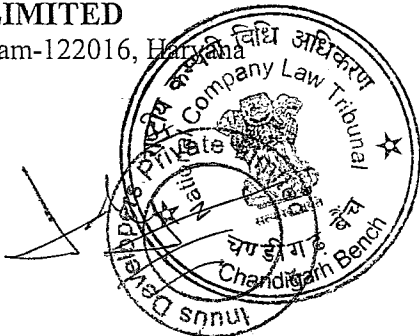
Short description of stocks, shares, debentures of Gloxinia Infrastructure Private Limited (“the Transferor Company 6”) to be transferred to Inuus Developers Private Limited (“the Transferee Company”)

Schedule-3

Details of Stocks, shares, debentures, other charge in action.		
Particular	No. of Instrument	Amount (IN INR)
Equity Shares of Karkinos Constructions Private Limited	10,000	100,000

GLOXINIA INFRASTRUCTURE PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70103HR2010PTC078775)



GLOXINIA INFRASTRUCTURE PRIVATE LIMITED

17

Equity Shares of Iphito Properties Private Limited	45,10,000	4,51,00,000
Equity Shares of Myrina Builders Private Limited	45,10,000	4,51,00,000
Equity Shares of Myrina Real Estate Private Limited	45,10,000	4,51,00,000
Compulsory Convertible Debentures of Karkinos Constructions Private Limited	858,300	85,83,00,000

Part - IV

Short description other charge in action of Gloxinia Infrastructure Private Limited ("the Transferor Company 6") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

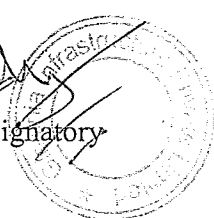
Schedule-4

Detail of Other Charge in action	
Particular	Amount (In INR)
Balance with bank in current account	217,380
Cash on Hand	57,120

Balances are taken as per audited financial statements as on 31 March 2022. Accordingly, same balances shall be opening amounts as on 1 April 2022 i.e. Appointed Date

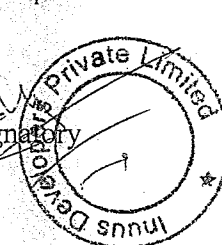
For Gloxinia Infrastructure Private Limited

Authorised Signatory



For Inuus Developers Private Limited

Authorised Signatory



GLOXINIA INFRASTRUCTURE PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70103HR2010PTC078775)



KARKINOS CONSTRUCTIONS PRIVATE LIMITED

Form CAA 7

(Transferor Company 7)

Schedule of Assets and Properties of Karkinos Constructions Private Limited ("the Transferor Company 7") to be transferred to Inuus Developers Private Limited ("the Transferee Company") as on the Appointed Date i.e. 1st April, 2022.

Part - I

Short Description of Freehold Property of Karkinos Constructions Private Limited ("the Transferor Company 7") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-1

Detail of Freehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - II

Short Description of Leasehold Property of Karkinos Constructions Private Limited ("the Transferor Company 7") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule -2

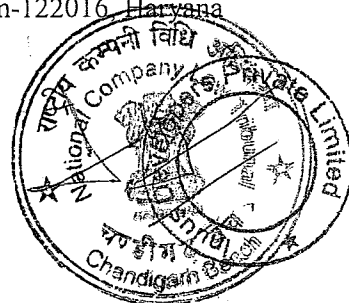
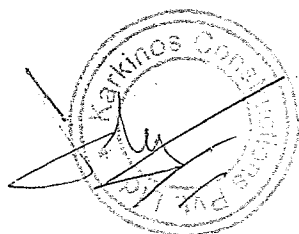
Detail of Leasehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - III

Short description of stocks, shares, debentures of Karkinos Constructions Private Limited ("the Transferor Company 7") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

KARKINOS CONSTRUCTIONS PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016 Haryana
(CIN: U70109HR2014PTC079066)



KARKINOS CONSTRUCTIONS PRIVATE LIMITED

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Schedule-3

Details of Stocks, shares, debentures, other charge in action.		
Particular	No. of Instrument	Amount (IN INR)
Equity Shares of Kapshi Infrastructure Private Limited	10,000	100,000
Compulsory Convertible Debentures of Cleta Real Estate Private Limited	57,340	5,73,40,000
Compulsory Convertible Debentures of Divyashakti Real Estate Private Limited	2,02,197	20,21,97,000
Compulsory Convertible Debentures of Inuus Developers Private Limited	344,000	34,40,00,000
Compulsory Convertible Debentures of Kapshi Infrastructure Private Limited	10,100	1,01,00,000
Compulsory Convertible Debentures of Kapshi Real Estate Private Limited	97,500	9,75,00,000
Compulsory Convertible Debentures of Bidhatha Synthetic Mills Private Limited	2,600	26,00,000

Part - IV

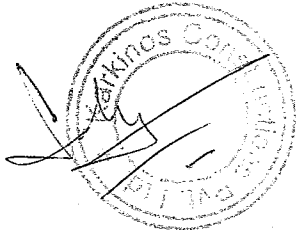
Short description other charge in action of Karkinos Constructions Private Limited ("the Transferor Company") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-4

Detail of Other Charge in action	
Particular	Amount (In INR)
Balance with bank in current account	18,43,210
Cash on hand	23,110
Short -term loans and advances	3,25,44,832
Other current assets	95,600

KARKINOS CONSTRUCTIONS PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70109HR2014PTC079066)



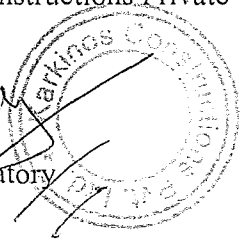
KARKINOS CONSTRUCTIONS PRIVATE LIMITED

20

Balances are taken as per audited financial statements as on 31 March 2022. Accordingly, same balances shall be opening amounts as on 1 April 2022 i.e. Appointed Date

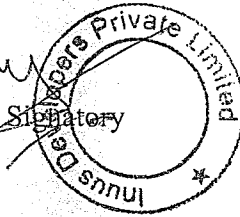
For Karkinos Constructions Private Limited

Authorised Signatory



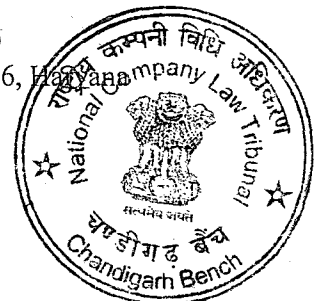
For Inuus Developers Private Limited

Authorised Signatory



KARKINOS CONSTRUCTIONS PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70109HR2014PTC079066)



KAPSHI INFRASTRUCTURE PRIVATE LIMITED

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Form CAA 7

(Transferor Company 8)

Schedule of Assets and Properties of Kapshi Infrastructure Private Limited ("the Transferor Company 8") to be transferred to Inuus Developers Private Limited ("the Transferee Company") as on the Appointed Date i.e. 1st April, 2022.

Part - I

Short Description of Freehold Property of Kapshi Infrastructure Private Limited ("the Transferor Company 8") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-1

Detail of Freehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - II

Short Description of Leasehold Property of Kapshi Infrastructure Private Limited ("the Transferor Company 8") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule -2

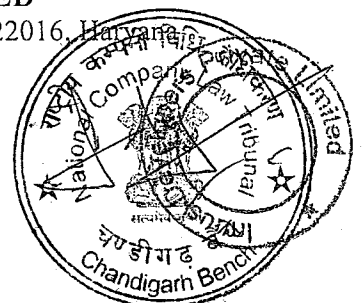
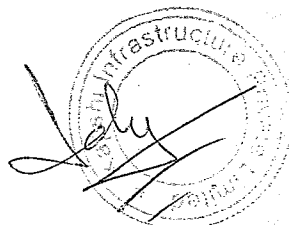
Detail of Leasehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - III

Short description of stocks, shares, debentures of Kapshi Infrastructure Private Limited ("the Transferor Company 8") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

KAPSHI INFRASTRUCTURE PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70102HR2014PTC078777)



KAPSHI INFRASTRUCTURE PRIVATE LIMITED

22

Schedule-3

Details of Stocks, shares, debentures, other charge in action.		
Particular	No. of Instrument	Amount (IN INR)
Compulsory Convertible Debentures of Iphito Properties Private Limited	9,700	97,00,000

Part - IV

Short description other charge in action of Kapshi Infrastructure Private Limited ("the Transferor Company 8") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

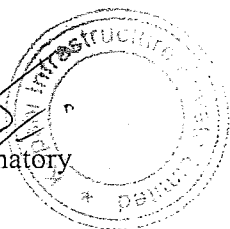
Schedule-4

Detail of Other Charge in action	
Particular	Amount (In INR)
Balance with bank in current account	129,540
Cash on hand	47,700
Short-term loans and advances	60

Balances are taken as per audited financial statements as on 31 March 2022. Accordingly, same balances shall be opening amounts as on 1 April 2022 i.e. Appointed Date

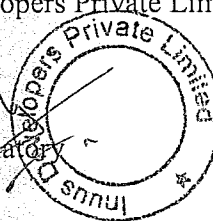
For Kapshi Infrastructure Private Limited

Authorised Signatory



For Inuus Developers Private Limited

Authorised Signatory



KAPSHI INFRASTRUCTURE PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70102HR2014PTC078777)



IPHITO PROPERTIES PRIVATE LIMITED

23

Form CAA 7

(Transferor Company 9)

Schedule of Assets and Properties of Iphito Properties Private Limited ("the Transferor Company 9") to be transferred to Inuus Developers Private Limited ("the Transferee Company") as on the Appointed Date i.e. 1st April, 2022.

Part - I

Short Description of Freehold Property of Iphito Properties Private Limited ("the Transferor Company 9") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-1

Detail of Freehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - II

Short Description of Leasehold Property of Iphito Properties Private Limited ("the Transferor Company 9") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule -2

Detail of Leasehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - III

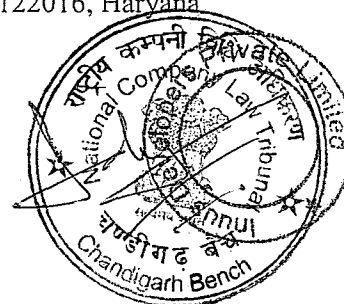
Short description of stocks, shares, debentures of Iphito Properties Private Limited ("the Transferor Company 9") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-3

Details of Stocks, shares, debentures, other charge in action.		
Particular	No. of Instrument	Amount (IN INR)
Compulsory Convertible Debentures of Karkinos Constructions Private Limited	47,700	4,77,00,000

IPHITO PROPERTIES PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70102HR2014PTC078274)



IPHITO PROPERTIES PRIVATE LIMITED

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Part - IV

Short description other charge in action of Iphito Properties Private Limited ("the Transferor Company 9") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-4

Detail of Other Charge in action	
Particular	Amount (In INR)
Balance with bank in current account	483,723
Cash on hand	89,912

Balances are taken as per audited financial statements as on 31 March 2022. Accordingly, same balances shall be opening amounts as on 1 April 2022 i.e. Appointed Date

For Iphito Properties Private Limited

Authorised Signatory

For Inuus Developers Private Limited

Authorised Signatory

IPHITO PROPERTIES PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70102HR2014PTC078274)



MYRINA BUILDERS PRIVATE LIMITED

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Form CAA 7

(Transferor Company 10)

Schedule of Assets and Properties of Myrina Builders Private Limited ("the Transferor Company 10") to be transferred to Inuus Developers Private Limited ("the Transferee Company") as on the Appointed Date i.e. 1st April, 2022.

Part - I

Short Description of Freehold Property of Myrina Builders Private Limited ("the Transferor Company 10") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-1

Detail of Freehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - II

Short Description of Leasehold Property of Myrina Builders Private Limited ("the Transferor Company 10") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule -2

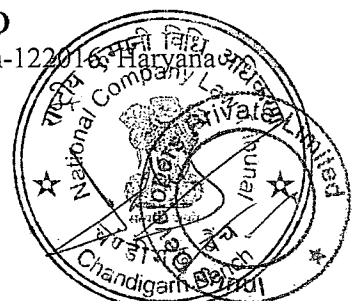
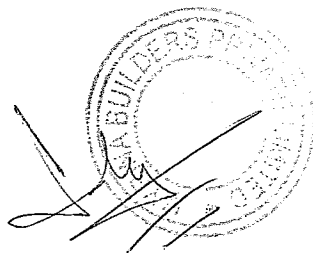
Detail of Leasehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - III

Short description of stocks, shares, debentures of Myrina Builders Private Limited ("the Transferor Company 10") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

MYRINA BUILDERS PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70102HR2014PTC078276)



MYRINA BUILDERS PRIVATE LIMITED

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Schedule-3

Details of Stocks, shares, debentures, other charge in action.		
Particular	No. of Instrument	Amount (IN INR)
Compulsory Convertible Debentures of India Best Buy Private Limited	28,67,975	2,86,79,75,000
Compulsory Convertible Debentures of Calleis Properties Private Limited	77,700	7,77,00,000

Part - IV

Short description other charge in action of Myrina Builders Private Limited ("the Transferor Company 10") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-4

Detail of Other Charge in action	
Particular	Amount (In INR)
Balance with bank in current account	166,692
Cash on hand	94,912

Balances are taken as per audited financial statements as on 31 March 2022. Accordingly, same balances shall be opening amounts as on 1 April 2022 i.e. Appointed Date

For Myrina Builders Private Limited

Authorised Signatory

For Inuus Developers Private Limited

Authorised Signatory

MYRINA BUILDERS PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70102HR2014PTC078276)



EMU CONSTRUCTIONS PRIVATE LIMITED

27

Form CAA 7

(Transferor Company 11)

Schedule of Assets and Properties of Emu Constructions Private Limited ("the Transferor Company 11") to be transferred to Inuus Developers Private Limited ("the Transferee Company") as on the Appointed Date i.e. 1st April, 2022.

Part - I

Short Description of Freehold Property of Emu Constructions Private Limited ("the Transferor Company 11") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-1

Detail of Freehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - II

Short Description of Leasehold Property of Emu Constructions Private Limited ("the Transferor Company 11") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule -2

Detail of Leasehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - III

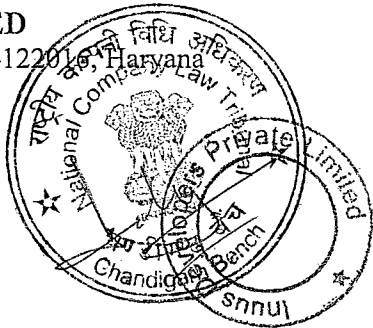
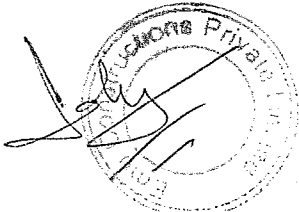
Short description of stocks, shares, debentures of Emu Constructions Private Limited ("the Transferor Company 11") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-3

Details of Stocks, shares, debentures, other charge in action.		
Particular	No. of Instrument	Amount (IN INR)
Equity Shares of Iphito Real Estate Private Limited	45,10,000	4,51,00,000

EMU CONSTRUCTIONS PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70102HR2014PTC079063)



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EMU CONSTRUCTIONS PRIVATE LIMITED

Compulsory Convertible Debentures of Myrina Real Estate Private Limited	63,000	6,30,00,000
Compulsory Convertible Debentures of Gloxinia Infrastructure Private Limited	135,400	13,54,00,000

Part - IV

Short description other charge in action of Emu Constructions Private Limited ("the Transferor Company 11") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

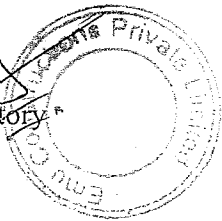
Schedule-4

Detail of Other Charge in action	
Particular	Amount (In INR)
Trade receivables	10,00,000
Balance with bank in current account	36,110
Cash on hand	29,470
Short –term loans and advances	40

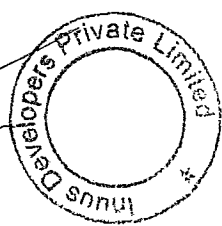
Balances are taken as per audited financial statements as on 31 March 2022. Accordingly, same balances shall be opening amounts as on 1 April 2022 i.e. Appointed Date

For Emu Constructions Private Limited For Inuus Developers Private Limited

Authorised Signatory



Authorised Signatory



EMU CONSTRUCTIONS PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70102HR2014PTC079063)



IPHITO REAL ESTATE PRIVATE LIMITED

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Form CAA 7

(Transferor Company 12)

Schedule of Assets and Real Estate of Iphito Real Estate Private Limited ("the Transferor Company 12") to be transferred to Inuus Developers Private Limited ("the Transferee Company") as on the Appointed Date i.e. 1st April, 2022.

Part - I

Short Description of Freehold Property of Iphito Real Estate Private Limited ("the Transferor Company 12") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-1

Detail of Freehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - II

Short Description of Leasehold Property of Iphito Real Estate Private Limited ("the Transferor Company 12") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule -2

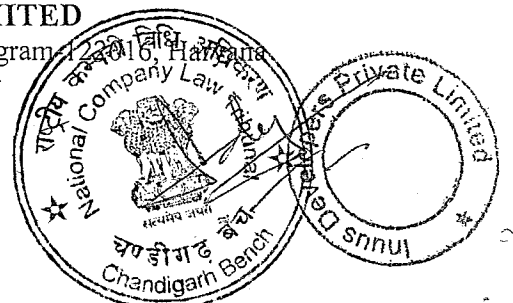
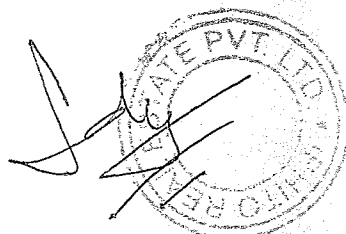
Detail of Leasehold Immovable Property	
Particular	Amount (In INR)
	NIL

Part - III

Short description of stocks, shares, debentures of Iphito Real Estate Private Limited ("the Transferor Company 12") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

IPHITO REAL ESTATE PRIVATE LIMITED

Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122016, Haryana
(CIN: U70102HR2014PTC078275)



IPHITO REAL ESTATE PRIVATE LIMITED

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Schedule-3

Details of Stocks, shares, debentures, other charge in action.		
Particular	No. of Instrument	Amount (IN INR)
Compulsory Convertible Debentures of Galax Minerals Private Limited	60,640	6,06,40,000
Compulsory Convertible Debentures of Inuus Developers Private Limited	124,600	12,46,00,000
Compulsory Convertible Debentures of Valerian Real Estate Private Limited	88,050	8,80,50,000
Compulsory Convertible Debentures of Inuus Infrastructure Private Limited	405,079	40,50,79,000

Part - IV

Short description other charge in action of Iphito Real Estate Private Limited ("the Transferor Company 12") to be transferred to Inuus Developers Private Limited ("the Transferee Company")

Schedule-4

Detail of Other Charge in action	
Particular	Amount (In INR)
Balance with bank in current account	61,322
Cash on hand	89,912

Balances are taken as per audited financial statements as on 31 March 2022. Accordingly, same balances shall be opening amounts as on 1 April 2022 i.e. Appointed Date

For Iphito Real Estate Private Limited

For Inuus Developers Private Limited

Authorised Signatory

Authorised Signatory

IPHITO REAL ESTATE PRIVATE LIMITED
Registered Office: 2nd Floor, 591, Udyog Vihar, Phase-V, Gurugram-122046, Haryana
(CIN: U70102HR2014PTC078275)



SCHEME OF AMALGAMATION

Under Sections 230 to 232 of the Companies Act, 2013 and rules framed there under

AMONG

**INUUS PROPERTIES PRIVATE LIMITED
("TRANSFEROR COMPANY 1")**

AND

**ORTHIA PROPERTIES PRIVATE LIMITED
("TRANSFEROR COMPANY 2")**

AND

**ORTHIA CONSTRUCTIONS PRIVATE LIMITED
("TRANSFEROR COMPANY 3")**

AND

**ZELKOVA BUILDERS PRIVATE LIMITED
("TRANSFEROR COMPANY 4")**

AND

**MUGWORT REAL ESTATE PRIVATE LIMITED
("TRANSFEROR COMPANY 5")**

AND

**GLOXINIA INFRASTRUCTURE PRIVATE LIMITED
("TRANSFEROR COMPANY 6")**

AND

**KARKINOS CONSTRUCTIONS PRIVATE LIMITED
("TRANSFEROR COMPANY 7")**

AND

**KAPSHI INFRASTRUCTURE PRIVATE LIMITED
("TRANSFEROR COMPANY 8")**

AND

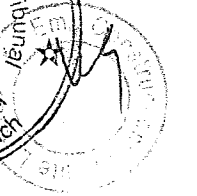
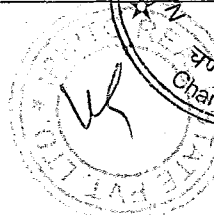
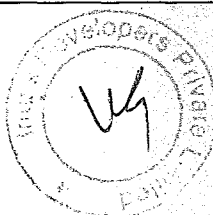
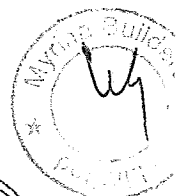
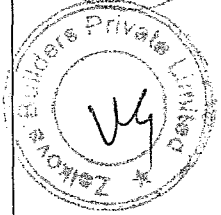
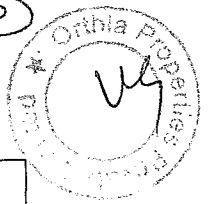
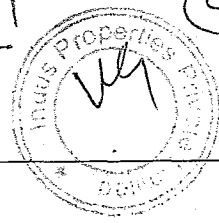
**IPHITO PROPERTIES PRIVATE LIMITED
("TRANSFEROR COMPANY 9")**

AND

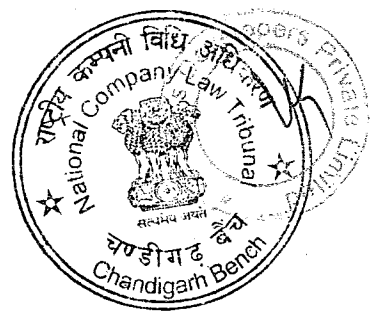
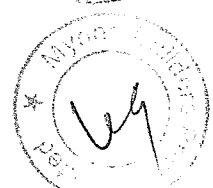
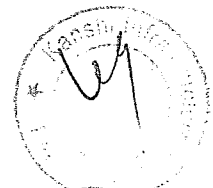
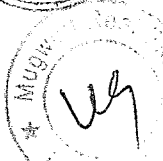
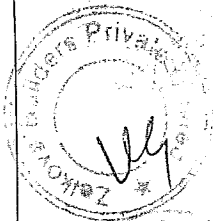
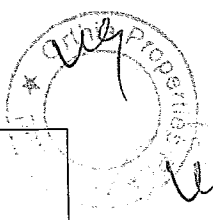
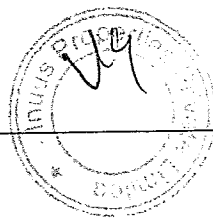
**MYRINA BUILDERS PRIVATE LIMITED
("TRANSFEROR COMPANY 10")**

AND

**EMU CONSTRUCTIONS PRIVATE LIMITED
("TRANSFEROR COMPANY 11")**



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AND
IPHITO REAL ESTATE PRIVATE LIMITED
("TRANSFEROR COMPANY 12")
AND
INUUS DEVELOPERS PRIVATE LIMITED
("TRANSFeree COMPANY")
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

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PREAMBLE

A. Description of the Scheme

1. This Scheme of Amalgamation ("Scheme") is presented pursuant to the provisions of Sections 230 - 232 read with Rules made thereunder and other relevant provisions of the Companies Act, 2013, as may be applicable, and Section 2(1B) and other relevant provisions of the Income-tax Act, 1961 ('IT Act'), as applicable for the:
 - a) The amalgamation of the Transferor Companies (*as defined hereunder*) into the Transferee Company (*as defined hereunder*), by way of merger by absorption; dissolution of the Transferor Companies without winding up and the consequent issuance of the Transferee Company Shares (*as defined hereunder*) in accordance with the Share Exchange Ratio (*as defined hereunder*) to the Eligible Members (*as defined hereunder*), in respect of each share of the Transferor Companies held by them in accordance with this Scheme;
 - b) various other matters incidental, consequential or otherwise integrally connected therewith, including the increase in the share capital of the Transferee Company.
2. The Amalgamation of the Transferor Companies into the Transferee Company shall be in full compliance with the conditions relating to "amalgamation" as provided under Section 2(1B) and other related provisions of the IT Act such that, *inter alia*:
 - a) All the properties of the Transferor Companies, immediately before the Amalgamation, shall become the properties of the Transferee Company, by virtue of the Amalgamation,
 - b) All the liabilities of the Transferor Companies, immediately before the Amalgamation, shall become the liabilities of the Transferee Company, by virtue of the Amalgamation, and
 - c) Shareholders holding at least three fourths in value of the shares in the Transferor Companies, will become shareholders of the Transferee Company by virtue of the Amalgamation.

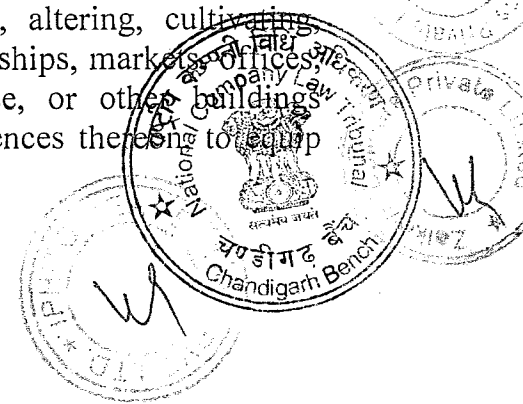
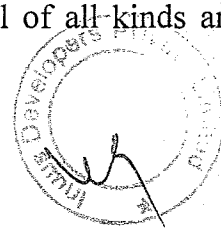
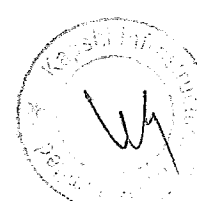
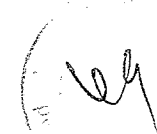
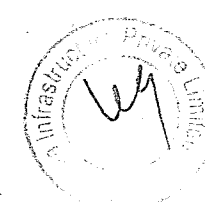
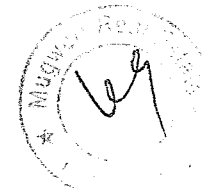
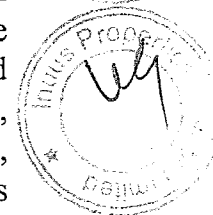
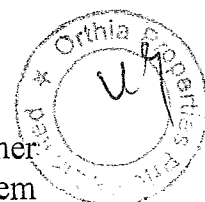
B. Description of Companies

1. **Inuus Properties Private Limited** is a company incorporated under the Companies Act, 1956 on 23rd December 2009 having Corporate Identity Number U70109HR2009PTC078005 and Permanent Account Number AACCI1953M. The registered office is situated at 875, Sector-17B, Gurugram-122001, Haryana, India. (hereinafter referred to as the "Transferor Company 1"). The main objects of the Transferor Company 1 as set out in its Memorandum of Association are under –
 1. To carry on the business of development of Infrastructure and to undertake infrastructure projects and to purchase, sell, develop, construct, lease or otherwise acquire and deal in all real or personal estate/properties.

2. To construct, acquire, hold/sell properties, buildings, tenements and such other moveable and immovable properties and to rent, let on hire and manage them and to act as real estate agent and immovable property dealers.
3. To carry on the business of Builders, General and Government Contractor and Engineers (mechanical, electrical, canal, civil, irrigation) and in all its branches.
4. To acquire by purchase, lease, exchange or otherwise land including agricultural lands, buildings, structures of any description in India or abroad and any estate or interest therein and any rights over or connected with land, building and structures for constructing, developing, reconstructing, altering, cultivating, improving, decorating, furnishing and maintaining, townships, markets, offices, flats, apartments, houses, shops, factories, ware-house, or other buildings residential and commercial of all kinds and/or conveniences thereon, to equip the same or part thereof.
5. To layout, develop, construct, build, erect, demolish, re-erect, alter, repair, remodel, improve, grades, curves, pave, macadamize, cement, maintain or do any other work in connection with any building or building scheme, structures, houses, apartments, places of worship, paths, streets, sideways courts, alleys, pavements, roads, highway, docks, sewers, bridges, canal, wells, springs, dams, power plants, boors, wharves, ports, reservoirs, embankments, tramway, railways, irrigations, reclamations, improvements, sanitary, water, gas or any other structural or architectural work of any kind whatsoever and for such purpose, to prepare estimates, designs, plans, specification or models.
6. To enter into joint venture, foreign collaboration in real estate as per permissible government guidelines.

2. **Orthia Properties Private Limited** is a company incorporated under the Companies Act, 1956 on 18th December 2009 having Corporate Identity Number U70200HR2009PTC078008 and Permanent Account Number AABCO2309Q. The registered office is situated at 875, Sector-17B, Gurugram-122001, Haryana, India (hereinafter referred to as the "Transferor Company 2"). The main objects of the Transferee Company as set out in its Memorandum of Association are under –

1. To carry on the business of development of Infrastructure and to undertake infrastructure projects and to purchase, sell, develop, construct, hire or otherwise acquire and deal in all real or personal estate/properties.
2. To construct, acquire, hold/sell properties, buildings, tenements and such other moveable and immovable properties and to rent, let on hire and manage them and to act as real estate agent and immovable property dealers.
3. To carry on the business of Builders, General and Government Contractor and Engineers (mechanical, electrical, canal, civil, irrigation) and in all its branches.
4. To acquire by purchase, lease, exchange or otherwise land including agricultural lands, buildings, structures of any description in India or abroad and any estate or interest therein and any rights over or connected with land, building and structures for constructing, developing, reconstructing, altering, cultivating, improving, decorating, furnishing and maintaining, townships, markets, offices, flats, apartments, houses, shops, factories, ware-house, or other buildings residential and commercial of all kinds and/or conveniences thereon to equip the same or part thereof.



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5. To layout, develop, construct, build, erect, demolish, re-erect, alter, repair, remodel, improve, grades, curves, pave, macadamize, cement, maintain or do any other work in connection with any building or building scheme, structures, houses, apartments, places of worship, paths, streets, sideways courts, alleys, pavements, roads, highway, docks, sewers, bridges, canal, wells, springs, dams, power plants, boors, wharves, ports, reservoirs, embankments, tramway, railways, irrigations, reclamations, improvements, sanitary, water, gas or any other structural or architectural work of any kind whatsoever and for such purpose, to prepare estimates, designs, plans, specification or models.

6. To enter into joint venture, foreign collaboration in real estate as per permissible government guidelines.

3. **Orthia Constructions Private Limited** is a company incorporated under the Companies Act, 1956 on 22nd December 2009 having Corporate Identity Number U70109HR2009PTC078007 and Permanent Account Number AABCO2307A. The registered office is situated at 875, Sector-17B, Gurugram-122001, Haryana, India, (hereinafter referred to as the "Transferor Company 3"). The main objects of the Transferee Company as set out in its Memorandum of Association are under-

1. To carry on the business of development of Infrastructure and to undertake infrastructure projects and to purchase, sell, develop, construct, hire or otherwise acquire and deal in all real or personal estate/properties.

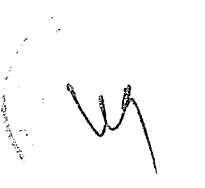
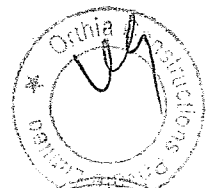
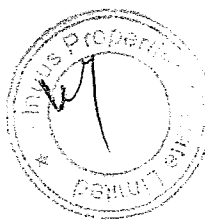
2. To construct, acquire, hold/sell properties, buildings, tenements and such other moveable and immovable properties and to rent, let on hire and manage them and to act as real estate agent and immovable property dealers.

3. To carry on the business of Builders, General and Government Contractor and Engineers (mechanical, electrical, canal, civil, irrigation) and in all its branches.

4. To acquire by purchase, lease, exchange or otherwise land including agricultural lands, buildings, structures of any description in India or abroad and any estate or interest therein and any rights over or connected with land, building and structures for constructing, developing, reconstructing, altering, cultivating, improving, decorating, furnishing and maintaining, townships, markets, offices, flats, apartments, houses, shops, factories, ware-house, or other buildings residential and commercial of all kinds and/or conveniences thereon, to equip the same or part thereof.

5. To layout, develop, construct, build, erect, demolish, re-erect, alter, repair, remodel, improve, grades, curves, pave, macadamize, cement, maintain or do any other work in connection with any building or building scheme, structures, houses, apartments, places of worship, paths, streets, sideways courts, alleys, pavements, roads, highway, docks, sewers, bridges, canal, wells, springs, dams, power plants, boors, wharves, ports, reservoirs, embankments, tramway, railways, irrigations, reclamations, improvements, sanitary, water, gas or any other structural or architectural work of any kind whatsoever and for such purpose, to prepare estimates, designs, plans, specification or models.

6. To enter into joint venture, foreign collaboration in real estate as per permissible government guidelines.



4. **Zelkova Builders Private Limited** is a company incorporated under the Companies Act, 1956 on 27th July 2012 having Corporate Identity Number U70102HR2012PTC078284 and Permanent Account Number AAACZ5953G. The registered office is situated at 875, Sector-17B, Gurugram-122001, Haryana, India, (hereinafter referred to as the "Transferor Company 4"). The main objects of the Transferee Company as set out in its Memorandum of Association are under –

1. To carry on the business of development of Infrastructure and to undertake infrastructure projects and to purchase, sell, develop, construct, hire or otherwise acquire and deal in all real or personal estate/properties.
2. To construct, acquire, hold/sell properties, buildings, tenements and such other moveable and immovable properties and to rent, let on hire and manage them and to act as real estate agent and immovable property dealers.
3. To carry on the business of Builders, General and Government Contractor and Engineers (mechanical, electrical, canal, civil, irrigation) and in all its branches.
4. To acquire by purchase, lease, exchange or otherwise land including agricultural lands, buildings, structures of any description in India or abroad and any estate or interest therein and any rights over or connected with land, building and structures for constructing, developing, reconstructing, altering, cultivating, improving, decorating, furnishing and maintaining, townships, markets, offices, flats, apartments, houses, shops, factories, ware-house, or other buildings residential and commercial of all kinds and/or conveniences thereon, to equip the same or part thereof.
5. To layout, develop, construct, build, erect, demolish, re-erect, alter, repair, remodel, improve, grades, curves, pave, macadamize, cement, maintain or do any other work in connection with any building or building scheme, structures, houses, apartments, places of worship, paths, streets, sideways courts, alleys, pavements, roads, highway, docks, sewers, bridges, canal, wells, springs, dams, power plants, boors, wharves, ports, reservoirs, embankments, tramway, railways, irrigations, reclamations, improvements, sanitary, water, gas or any other structural or architectural work of any kind whatsoever and for such purpose, to prepare estimates, designs, plans, specification or models.
6. To enter into joint venture, foreign collaboration in real estate as per permissible government guidelines.

5. **Mugwort Real Estate Private Limited** is a company incorporated under the Companies Act, 1956 on 7th October 2010 having Corporate Identity Number U70101HR2010PTC078780 and Permanent Account Number AAGCM7894P. The registered office is situated at 875, Sector-17B, Gurugram-122001, Haryana, India (hereinafter referred to as the "Transferor Company 5"). The main objects of the Transferee Company as set out in its Memorandum of Association are under –

1. To carry on the business of development of Infrastructure and to undertake infrastructure projects and to purchase, sell, develop, construct, hire or otherwise acquire and deal in all real or personal estate/properties.

2. To construct, acquire, hold/sell properties, buildings, tenements and such other moveable and immovable properties and to rent, let on hire and manage them and to act as real estate agent and immovable property dealers.
3. To carry on the business of Builders, General and Government Contractor and Engineers (mechanical, electrical, canal, civil, irrigation) and in all its branches.
4. To acquire by purchase, lease, exchange or otherwise land including agricultural lands, buildings, structures of any description in India or abroad and any estate or interest therein and any rights over or connected with land, building and structures for constructing, developing, reconstructing, altering, cultivating, improving, decorating, furnishing and maintaining, townships, markets, offices, flats, apartments, houses, shops, factories, ware-house, or other buildings residential and commercial of all kinds and/or conveniences thereon, to equip the same or part thereof.
5. To layout, develop, construct, build, erect, demolish, re-erect, alter, repair, remodel, improve, grades, curves, pave, macadamize, cement, maintain or do any other work in connection with any building or building scheme, structures, houses, apartments, places of worship, paths, streets, sideways courts, alleys, pavements, roads, highway, docks, sewers, bridges, canal, wells, springs, dams, power plants, boors, wharves, ports, reservoirs, embankments, tramway, railways, irrigations, reclamations, improvements, sanitary, water, gas or any other structural or architectural work of any kind whatsoever and for such purpose, to prepare estimates, designs, plans, specification or models.
6. To enter into joint venture, foreign collaboration in real estate as per permissible government guidelines.

6. **Gloxinia Infrastructure Private Limited** is a company incorporated under the Companies Act, 1956 on 7th October 2010 having Corporate Identity Number U70103HR2010PTC078775 and Permanent Account Number AADCG9777C. The registered office is situated at 875, Sector-17B, Gurugram-122001, Haryana, India, (hereinafter referred to as the "Transferor Company 6"). The main objects of the Transferee Company as set out in its Memorandum of Association are under –

1. To carry on the business of development of Infrastructure and to undertake infrastructure projects and to purchase, sell, develop, construct, hire or otherwise acquire and deal in all real or personal estate/properties.
2. To construct, acquire, hold/sell properties, buildings, tenements and such other moveable and immovable properties and to rent, let on hire and manage them and to act as real estate agent and immovable property dealers.
3. To carry on the business of Builders, General and Government Contractor and Engineers (mechanical, electrical, canal, civil, irrigation) and in all its branches.
4. To acquire by purchase, lease, exchange or otherwise land including agricultural lands, buildings, structures of any description in India or abroad and any estate or interest therein and any rights over or connected with land, building and structures for constructing, developing, reconstructing, altering, cultivating, improving, decorating, furnishing and maintaining, townships, markets, offices, flats, apartments, houses, shops, factories, ware-house, or other buildings residential and commercial of all kinds and/or conveniences thereon to equip the same or part thereof.

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5. To layout, develop, construct, build, erect, demolish, re-erect, alter, repair, remodel, improve, grades, curves, pave, macadamize, cement, maintain or do any other work in connection with any building or building scheme, structures, houses, apartments, places of worship, paths, streets, sideways courts, alleys, pavements, roads, highway, docks, sewers, bridges, canal, wells, springs, dams, power plants, boors, wharves, ports, reservoirs, embankments, tramway, railways, irrigations, reclamations, improvements, sanitary, water, gas or any other structural or architectural work of any kind whatsoever and for such purpose, to prepare estimates, designs, plans, specification or models.

6. To enter into joint venture, foreign collaboration in real estate as per permissible government guidelines.

7. **Karkinos Constructions Private Limited** is a company incorporated under the Companies Act, 1956 on 30th January 2014 having Corporate Identity Number U70109HR2014PTC079066 and Permanent Account Number AAFCK4393L. The registered office is situated at 875, Sector-17B, Gurugram-122001, Haryana, India, (hereinafter referred to as the "Transferor Company 7"). The main objects of the Transferee Company as set out in its Memorandum of Association are under-

1. To carry on the business of development of Infrastructure and to undertake infrastructure projects and to purchase, sell, develop, construct, hire or otherwise acquire and deal in all real or personal estate/properties.

2. To construct, acquire, hold/sell properties, buildings, tenements and such other moveable and immovable properties and to rent, let on hire and manage them and to act as real estate agent and immovable property dealers.

3. To carry on the business of Builders, General and Government Contractor and Engineers (mechanical, electrical, canal, civil, irrigation) and in all its branches.

4. To acquire by purchase, lease, exchange or otherwise land including agricultural lands, buildings, structures of any description in India or abroad and any estate or interest therein and any rights over or connected with land, building and structures for constructing, developing, reconstructing, altering, cultivating, improving, decorating, furnishing and maintaining, townships, markets, offices, flats, apartments, houses, shops, factories, ware-house, or other buildings residential and commercial of all kinds and/or conveniences thereon, to equip the same or part thereof.

5. To layout, develop, construct, build, erect, demolish, re-erect, alter, repair, remodel, improve, grades, curves, pave, macadamize, cement, maintain or do any other work in connection with any building or building scheme, structures, houses, apartments, places of worship, paths, streets, sideways courts, alleys, pavements, roads, highway, docks, sewers, bridges, canal, wells, springs, dams, power plants, boors, wharves, ports, reservoirs, embankments, tramway, railways, irrigations, reclamations, improvements, sanitary, water, gas or any other structural or architectural work of any kind whatsoever and for such purpose, to prepare estimates, designs, plans, specification or models.

6. To enter into joint venture, foreign collaboration in real estate as per permissible government guidelines.

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8. **Kapshi Infrastructure Private Limited** is a company incorporated under the Companies Act, 2013 on 8th August 2014 having Corporate Identity Number U70102HR2014PTC078777 and Permanent Account Number AAFCK5962K. The registered office is situated at 875, Sector-17B, Gurugram-122001, Haryana, India, (hereinafter referred to as the "**Transferor Company 8**"). The main objects of the Transferee Company as set out in its Memorandum of Association are under –

1. To carry on the business of development of Infrastructure and to undertake infrastructure projects and to purchase, sell, develop, construct, hire or otherwise acquire and deal in all real or personal estate/properties and / or to construct, acquire, hold/sell properties, buildings, tenements and such other moveable and immovable properties and to rent, let on hire and manage them and to act as real estate agent and immovable property dealers and /or to carry on the business of Builders, General and Government Contractor and Engineers (mechanical, electrical, canal, civil, irrigation) and in all its branches.
2. To acquire by purchase, lease, exchange or otherwise land including agricultural lands, buildings, structures of any description in India or abroad and any estate or interest therein and any rights over or connected with land, building and structures for constructing, developing, reconstructing, altering, cultivating, improving, decorating, furnishing and maintaining, townships, markets, offices, flats, apartments, houses, shops, factories, ware-house, or other buildings residential and commercial of all kinds and/or conveniences thereon, to equip the same or part thereof and / or to enter into joint venture, foreign collaboration in real estate as per permissible government guidelines.
3. To layout, develop, construct, build, erect, demolish, re-erect, alter, repair, re-model, improve, grades, curves, pave, macadamize, cement, maintain or do any other work in connection with any building or building scheme, structures, houses, apartments, places of worship, paths, streets, sideways, courts, alleys, pavements, roads, highway, docks, sewers, bridges, canal, wells, springs, dams, power plants, boors, wharves, ports, reservoirs, embankments, tramway, railways, irrigations, reclamations, improvements, sanitary, water, gas or any other structural work of any kind whatsoever and for such purpose, to prepare estimates, designs, plans, specification or models.

9. **Iphito Properties Private Limited** is a company incorporated under the Companies Act, 1956 on 30th January 2014 having Corporate Identity Number U70102HR2014PTC078274 and Permanent Account Number AADCI4628L. The registered office is situated at 875, Sector-17B, Gurugram-122001, Haryana, India, (hereinafter referred to as the "**Transferor Company 9**"). The main objects of the Transferee Company as set out in its Memorandum of Association are under –

1. To carry on the business of development of Infrastructure and to undertake infrastructure projects and to purchase, sell, develop, construct, hire or otherwise acquire and deal in all real or personal estate/properties.
2. To construct, acquire, hold/sell properties, buildings, tenements and such other moveable and immovable properties and to rent, let on hire and manage them and to act as real estate agent and immovable property dealers.
3. To carry on the business of Builders, General and Government Contractor and Engineers (mechanical, electrical, canal, civil, irrigation) and in all its branches.

4. To acquire by purchase, lease, exchange or otherwise land including agricultural lands, buildings, structures of any description in India or abroad and any estate or interest therein and any rights over or connected with land, building and structures for constructing, developing, reconstructing, altering, cultivating, improving, decorating, furnishing and maintaining, townships, markets, offices, flats, apartments, houses, shops, factories, ware-house, or other buildings residential and commercial of all kinds and/or conveniences thereon, to equip the same or part thereof.
5. To layout, develop, construct, build, erect, demolish, re-erect, alter, repair, remodel, improve, grades, curves, pave, macadamize, cement, maintain or do any other work in connection with any building or building scheme, structures, houses, apartments, places of worship, paths, streets, sideways courts, alleys, pavements, roads, highway, docks, sewers, bridges, canal, wells, springs, dams, power plants, boors, wharves, ports, reservoirs, embankments, tramway, railways, irrigations, reclamations, improvements, sanitary, water, gas or any other structural or architectural work of any kind whatsoever and for such purpose, to prepare estimates, designs, plans, specification or models.
6. To enter into joint venture, foreign collaboration in real estate as per permissible government guidelines.
10. **Myrina Builders Private Limited** is a company incorporated under the Companies Act, 1956 on 27th January 2014 having Corporate Identity Number U70102HR2014PTC078276 and Permanent Account Number AAJCM0644C. The registered office is situated at 875, Sector-17B, Gurugram-122001, Haryana, India, (hereinafter referred to as the "**Transferor Company 10**"). The main objects of the Transferee Company as set out in its Memorandum of Association are under –
1. To carry on the business of development of Infrastructure and to undertake infrastructure projects and to purchase, sell, develop, construct, hire or otherwise acquire and deal in all real or personal estate/properties.
2. To construct, acquire, hold/sell properties, buildings, tenements and such other moveable and immovable properties and to rent, let on hire and manage them and to act as real estate agent and immovable property dealers.
3. To carry on the business of Builders, General and Government Contractor and Engineers (mechanical, electrical, canal, civil, irrigation) and in all its branches.
4. To acquire by purchase, lease, exchange or otherwise land including agricultural lands, buildings, structures of any description in India or abroad and any estate or interest therein and any rights over or connected with land, building and structures for constructing, developing, reconstructing, altering, cultivating, improving, decorating, furnishing and maintaining, townships, markets, offices, flats, apartments, houses, shops, factories, ware-house, or other buildings residential and commercial of all kinds and/or conveniences thereon, to equip the same or part thereof.
5. To layout, develop, construct, build, erect, demolish, re-erect, alter, repair, remodel, improve, grades, curves, pave, macadamize, cement, maintain or do any other work in connection with any building or building scheme, structures, houses, apartments, places of worship, paths, streets, sideways courts, alleys, pavements, roads, highway, docks, sewers, bridges, canal, wells, springs, dams.

power plants, boors, wharves, ports, reservoirs, embankments, tramway, railways, irrigations, reclamations, improvements, sanitary, water, gas or any other structural or architectural work of any kind whatsoever and for such purpose, to prepare estimates, designs, plans, specification or models.

6. To enter into joint venture, foreign collaboration in real estate as per permissible government guidelines.

11. Emu Constructions Private Limited is a company incorporated under the Companies Act, 2013 on 8th August 2014 having Corporate Identity Number U70102HR2014PTC079063 and Permanent Account Number AADCE7393Q. The registered office is situated at 875, Sector-17B, Gurugram-122001, Haryana, India, (hereinafter referred to as the "Transferor Company 11"). The main objects of the Transferee Company as set out in its Memorandum of Association are under –

1. To carry on the business of development of Infrastructure and to undertake infrastructure projects and to purchase, sell, develop, construct, hire or otherwise acquire and deal in all real or personal estate/properties and / or to construct, acquire, hold/sell properties, buildings, tenements and such other moveable and immovable properties and to rent, let on hire and manage them and to act as real estate agent and immovable property dealers and /or to carry on the business of Builders, General and Government Contractor and Engineers (mechanical, electrical, canal, civil, irrigation) and in all its branches.
2. To acquire by purchase, lease, exchange or otherwise land including agricultural lands, buildings, structures of any description in India or abroad and any estate or interest therein and any rights over or connected with land, building and structures for constructing, developing, reconstructing, altering, cultivating, improving, decorating, furnishing and maintaining, townships, markets, offices, flats, apartments, houses, shops, factories, ware-house, or other buildings residential and commercial of all kinds and/or conveniences thereon, to equip the same or part thereof and / or to enter into joint venture, foreign collaboration in real estate as per permissible government guidelines.
3. To layout, develop, construct, build, erect, demolish, re-erect, alter, repair, re-model, improve, grades, curves, pave, macadamize, cement, maintain or do any other work in connection with any building or building scheme, structures, houses, apartments, places of worship, paths, streets, sideways, courts, alleys, pavements, roads, highway, docks, sewers, bridges, canal, wells, springs, dams, power plants, boors, wharves, ports, reservoirs, embankments, tramway, railways, irrigations, reclamations, improvements, sanitary, water, gas or any other structural work of any kind whatsoever and for such purpose, to prepare estimates, designs, plans, specification or models.

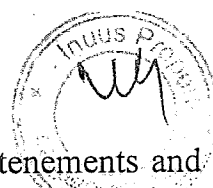
12. Iphito Real Estate Private Limited is a company incorporated under the Companies Act, 1956 on 30th January 2014 having Corporate Identity Number U70102HR2014PTC078275 and Permanent Account Number AADCI4627F. The registered office is situated at 875, Sector-17B, Gurugram-122001, Haryana, India, (hereinafter referred to as the "Transferor Company 12"). The main objects of the Transferee Company as set out in its Memorandum of Association are under –

1. To carry on the business of development of Infrastructure and to undertake infrastructure projects and to purchase, sell, develop, construct, hire or otherwise acquire and deal in all real or personal estate/properties.

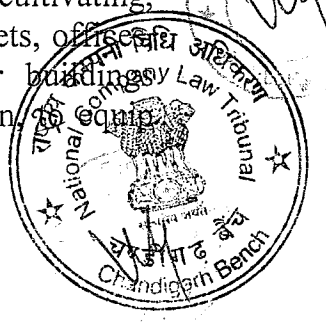
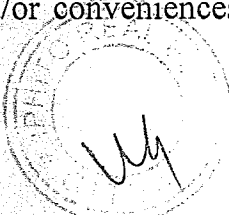
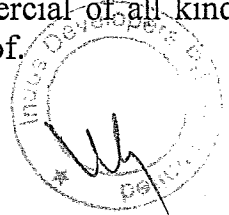
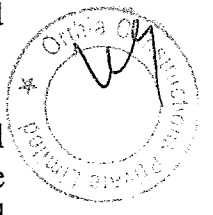
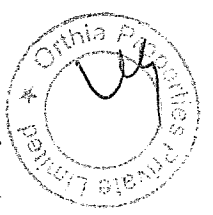
2. To construct, acquire, hold/sell properties, buildings, tenements and such other moveable and immovable properties and to rent, let on hire and manage them and to act as real estate agent and immovable property dealers.
3. To carry on the business of Builders, General and Government Contractor and Engineers (mechanical, electrical, canal, civil, irrigation) and in all its branches.
4. To acquire by purchase, lease, exchange or otherwise land including agricultural lands, buildings, structures of any description in India or abroad and any estate or interest therein and any rights over or connected with land, building and structures for constructing, developing, reconstructing, altering, cultivating, improving, decorating, furnishing and maintaining, townships, markets, offices, flats, apartments, houses, shops, factories, ware-house, or other buildings residential and commercial of all kinds and/or conveniences thereon, to equip the same or part thereof.
5. To layout, develop, construct, build, erect, demolish, re-erect, alter, repair, remodel, improve, grades, curves, pave, macadamize, cement, maintain or do any other work in connection with any building or building scheme, structures, houses, apartments, places of worship, paths, streets, sideways courts, alleys, pavements, roads, highway, docks, sewers, bridges, canal, wells, springs, dams, power plants, boors, wharves, ports, reservoirs, embankments, tramway, railways, irrigations, reclamations, improvements, sanitary, water, gas or any other structural or architectural work of any kind whatsoever and for such purpose, to prepare estimates, designs, plans, specification or models.
6. To enter into joint venture, foreign collaboration in real estate as per permissible government guidelines.

13. Inuus Developers Private Limited is a company incorporated under the Companies Act, 1956 on 22nd December 2009 having Corporate Identity Number U70109HR2009PTC078273 and Permanent Account Number AACCI1928E. The registered office is situated at 875, Sector-17B, Gurugram-122001, Haryana, India (hereinafter referred to as the "**Transferee Company**"). The main objects of the Transferee Company as set out in its Memorandum of Association are under –

1. To carry on the business of development of Infrastructure and to undertake infrastructure projects and to purchase, sell, develop, construct, hire or otherwise acquire and deal in all real or personal estate/properties.
2. To construct, acquire, hold/sell properties, buildings, tenements and such other moveable and immovable properties and to rent, let on hire and manage them and to act as real estate agent and immovable property dealers.
3. To carry on the business of Builders, General and Government Contractor and Engineers (mechanical, electrical, canal, civil, irrigation) and in all its branches.
4. To acquire by purchase, lease, exchange or otherwise land including agricultural lands, buildings, structures of any description in India or abroad and any estate or interest therein and any rights over or connected with land, building and structures for constructing, developing, reconstructing, altering, cultivating, improving, decorating, furnishing and maintaining, townships, markets, offices, flats, apartments, houses, shops, factories, ware-house, or other buildings residential and commercial of all kinds and/or conveniences thereon, to equip the same or part thereof.



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5. To layout, develop, construct, build, erect, demolish, re-erect, alter, repair, remodel, improve, grades, curves, pave, macadamize, cement, maintain or do any other work in connection with any building or building scheme, structures, houses, apartments, places of worship, paths, streets, sideways courts, alleys, pavements, roads, highway, docks, sewers, bridges, canal, wells, springs, dams, power plants, boors, wharves, ports, reservoirs, embankments, tramway, railways, irrigations, reclamations, improvements, sanitary, water, gas or any other structural or architectural work of any kind whatsoever and for such purpose, to prepare estimates, designs, plans, specification or models.
6. To enter into joint venture, foreign collaboration in real estate as per permissible government guidelines.

C. Objects and benefits of the Scheme:

The rationale / benefits of the present Scheme are mentioned hereunder:

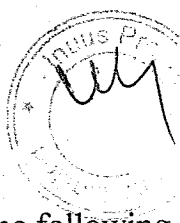
- a. The amalgamation will result in better, efficient and economical management, achieve cost savings, pooling of resources, reduction of corporate tiers, and rationalization of administrative expenses / services. The amalgamation will enable the Companies to pool their financial, commercial and other resources and considerable synergy of operations would be achieved.
- b. The amalgamation will result in reducing the corporate tiers in the holding structure, enabling the Transferee Company achieve optimal capital structure, eliminate inefficient share capital instruments and achieve efficiency in terms of operations and profitability of the merged entity under the new standards and regime.
- c. With the enhanced capabilities and resources at its disposal, the Transferee Company will have greater flexibility and strength and will be able to compete more effectively as a combined entity.
- d. The Transferee Company as a consolidated entity after amalgamation will have better financial and business prospects. The Scheme would be beneficial to and in the best interest of the Shareholders & Creditors, if any, of the Transferor Companies and the Transferee Company. The Scheme shall not in any manner be prejudicial to the interests of concerned members / creditors or general public at large.
- e. It would be advantageous to combine the activities of the Transferor Companies and the Transferee Company into a single Company and consolidate their business and assets. The amalgamation would provide beneficial synergy of operations from administrative point of view, and conserve administrative resources and cost overheads, and duplication of management efforts.

In view of the above, the Board of Directors of the Transferor Companies as well as Board of Directors of the Transferee Company have considered and proposed the merger of the Transferor Companies with the Transferee Company in order to benefit the stakeholders of all the Companies. Accordingly, the Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme of Merger by Absorption pursuant to the provisions of Sections 233 or other applicable provisions of the Companies Act, 2013 as may be applicable and rules framed thereunder.

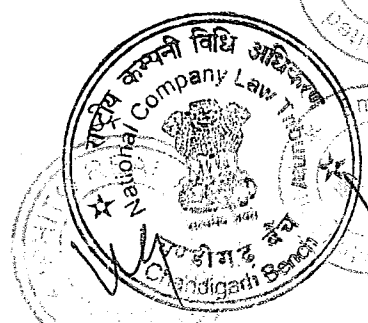
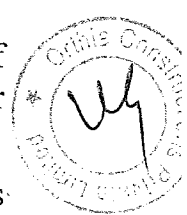
D. Parts of the Scheme:

This Scheme of Arrangement is divided into the following parts:

- Part I** - Deals with definitions of the terms used in this Scheme of Amalgamation and sets out the share capital of the Transferor Companies and the Transferee Company
- Part II** - Deals with the transfer and vesting of the Transferor Companies with and into the Transferee Company
- Part III** - Deals with the issue of new equity shares by the Transferee Company to the eligible shareholders of the Transferor Companies
- Part IV** - Deals with the accounting treatment for the amalgamation in the books of the Transferee Company
- Part V** - Deals with the dissolution of the Transferor Companies and the general terms and conditions applicable to this Scheme of Amalgamation and other matters consequential and integrally connected thereto



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PART I

DEFINITIONS AND SHARE CAPITAL

1. Definitions

In this Scheme (*as defined herein under*), unless repugnant to the meaning or context thereof, the following expressions shall have the meaning mentioned herein below:

- 1.1. **"Act" or "Companies Act"** means the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable rules and regulations, for time being in force, if any or applicable provisions of the erstwhile Companies Act, 1956 (as the case may be) including any statutory modification or re-enactment thereof. References in this Scheme to particular provisions of the Act shall be deemed to mean and include references to particular provisions of the Companies Act, 2013 unless stated otherwise.
- 1.2. **"Amalgamation"** means the amalgamation of the Transferor Companies with the Transferee Company, pursuant to Sections 230 - 232 and other relevant provisions of the Companies Act, and applicable provisions of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other relevant rules and regulations and Section 2 (IB) and other relevant provisions of the Income-tax Act, 1961.
- 1.3. **"Applicable Law(s)"** means any statute, law, regulation, ordinance, rule, judgment, order, decree, by-law, approval from the concerned authority, Governmental Authority resolution, order, directive, guideline, policy, requirement, or other governmental restriction or any similar form of decision of or determination by, or any interpretation or adjudication having the force of law of any of the foregoing, by any concerned authority having jurisdiction over the matter in question.
- 1.4. **"Appointed Date"** means April 01, 2022 or such other date as may be approved by National Company Law Tribunal, Chandigarh Bench, for the purposes of this Scheme
- 1.5. **"Board of Directors" or "Board"** means the board of directors of the Transferor Companies or the Transferee Company, as the case may be, and unless repugnant to the subject, context or meaning thereof, shall be deemed to include every committee (including committee of directors) or any person authorised by the board of directors or by any such committee;
- 1.6. **"Companies"** mean collectively, the Transferor Companies and the Transferee Company;
- 1.7. **"Eligible shareholder/ Eligible Members"** mean the shareholder/ member whose name appears in the register of member of the Transferor Companies as on the Record date;
- 1.8. **"Effective Date"** means the date on which the Scheme shall become effective pursuant to Clause 20 of the Scheme. Any references in this Scheme to "from this Scheme becoming effective" or "effectiveness of this Scheme" or "after this Scheme becomes effective" means and refers to the Effective Date.

- 1.9. **"Governmental Authority"** means: (a) any national, federal, provincial, state, city, municipal, county or local government, governmental authority or political subdivision thereof, (b) any agency or instrumentality of any of the authorities referred to in clause (a), (c) any non-governmental regulatory or administrative authority, body or other organization, to the extent that the rules, regulations, standards, requirements, procedures or orders of such authority, body or other organization have the force of law; or (d) any court or tribunal having jurisdiction and including, without limitation or prejudice to the generality of the foregoing, SEBI, the RBI, the NCLT and any Tax Authority,;
- 1.10. **"IT Act"** means the Indian Income-tax Act, 1961 and shall include any statutory modifications, re-enactments amendments thereof for the time being in force;
- 1.11. **"Proceedings"** include any suit, appeal or any legal proceeding of whatsoever nature in any Court of law, or tribunal or any judicial or quasi-judicial body or any assessment proceeding before any authority under any law and also arbitration proceeding;
- 1.12. **"Record Date"** means the date to be fixed by the Board of Directors of the Transferee Company for the purpose of determining the names of the equity shareholders of the Transferor Companies, who shall be entitled to receive shares of the Transferee Company under Clause 11.1 hereto, upon coming into effect of this Scheme;
- 1.13. **"Registrar of Companies" or "ROC"** means the Registrar of Companies, NCT of Delhi and Haryana;
- 1.14. **"Scheme" or "the Scheme" or "this Scheme"** means this Scheme of Amalgamation and Arrangement among the Transferor Companies and the Transferee Company and their respective shareholders pursuant to the provisions of Sections 230 - 232 and other relevant provisions of the Companies Act, 2013, as may be applicable, and Section 2(IB) and other relevant provisions of the income-tax Act, 1961, as applicable, in its present form (including any annexures, schedules, etc., annexed/attached hereto), along with such modifications and amendments as may be made from time to time.
- 1.15. **"Transferor Companies"** means Collectively, Inuus Properties Private Limited (Applicant-1 / Transferor Company 1), Orthia Properties Private Limited (Applicant-2 / Transferor Company 2), Orthia Constructions Private Limited (Applicant-3 / Transferor Company 3), Zelkova Builders Private Limited (Applicant-4 / Transferor Company 4), Mugwort Real Estate Private Limited (Applicant-5 / Transferor Company 5), Gloxinia Infrastructure Private Limited (Applicant-6 / Transferor Company 6), Karkinos Constructions Private Limited (Applicant-7 / Transferor Company 7), Kapshi Infrastructure Private Limited (Applicant-8 / Transferor Company 8), Iphito Properties Private Limited (Applicant-9 / Transferor Company 9), Myrina Builders Private Limited (Applicant-10 / Transferor Company 10), Emu Constructions Private Limited (Applicant-11 / Transferor Company 11), Iphito Real Estate Private Limited (Applicant-12 / Transferor Company 12).
- 1.16. **"Transferee Company"** means 'Inuus Developers Private Limited
- 1.17. **"Tribunal" or "NCLT"** means the jurisdictional bench of the National Company Law Tribunal – Chandigarh Bench;

1.18. **"Undertaking"** means the whole of the undertaking and entire business of the Transferor Companies as a going concern, including (without limitation):

- a) All the assets and properties (whether movable or immovable, tangible or intangible, real or personal, corporeal or incorporeal, present, future or contingent) of the Transferor Companies, including but not limited to, freehold and leasehold land, plant and machinery (including work in progress), equipment, buildings and structures, offices, residential and other premises, sundry debtors, furniture, fixtures, office equipment, appliances, accessories, depots, deposits, all stocks (including work in progress), investments of all kinds (including shares, scrips, stocks, bonds, debenture stocks, units etc.), cash balances, bank balances, deposits, loans, advances, disbursements, contingent rights or benefits, book debts, receivables, actionable claims, insurance claims, earnest moneys, advances or deposits paid by the Transferor Companies, financial assets, leases (including lease rights), hire purchase contracts and assets, lending contracts, rights and benefits under any agreement, benefit of any security arrangements or under any guarantees, reversions, powers, municipal permissions, tenancies in relation to the office and/or residential properties for the employees or other persons, guest houses, godowns, warehouses, licenses, trade and service names and marks, patents, copyrights, know how, goodwill and other intellectual property rights of any nature whatsoever, rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, benefits of assets or properties or other interest held in trust, including and not limited to existing provident fund, gratuity fund, pension and/or superannuation fund and any other fund maintained for the employee benefits, registrations, contracts, engagements and arrangements of all kind, all other privileges, rights, title, interests and benefits (including tax benefits), balance of brought forward losses and unabsorbed depreciation as per books of account and as per Income Tax Act, 1961, if any, in accordance with the provisions of IT Act, Input tax credit balance as per Central/Integrated/Respective State/Union territories Goods and Services Tax Act, 2017, Minimum Alternate Tax ('MAT') credit, advance income-tax payments, tax deducted at source ('TDS'), Value Added Tax credit as per respective State Sales Tax laws, CENVAT balance under the Central Excise Act, 1944/Finance Act, 1994, whether or not recorded or recognized, all other benefits/incentives/exemptions/subsidies/credits under Income Tax laws (including right to admissibility of claim under section 43B / 40(a) / 40(A)(7) of the Income Tax Act, 1961 but not limited to claims under such provisions becoming admissible in the period after the Appointed Date on discharging liabilities pertaining to transferors, in the same manner and to the same extent as the Transferor Companies would have been entitled to deduction but for merger), Income Computation and Disclosure Standards (ICDS), Central/Integrated/Respective State/Union territories Goods and Services Tax Act, 2017 Central Excise laws, Service Tax laws, Customs law, Foreign Trade Policy or any other statutes or policy issued or promulgated by the Government of India, any state government or any other government body or authority (including but not limited to area based incentives under the state industrial policy, NOCs, easements, privileges, special status, liberties, mortgages, hypothecations, pledges or other security interests) created in favour of the Transferor Companies and advantages of whatsoever nature and wheresoever situated in India or abroad, belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Companies or in connection with or relating to the Transferor Companies and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Companies, whether in India or abroad;

- b) All agreements, memorandum of understanding, rights, contracts, entitlements, licenses, permits, permissions, incentives, approvals, registrations, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges and claims as to any patents, trademarks, designs, quota rights, engagements, arrangements, authorities, allotments, security arrangements (to the extent provided in Clause 5.4. of this Scheme), benefits of any guarantees, reversions, powers and all other approvals of every kind, nature and description whatsoever relating to the Transferor Companies business activities and operations;
- c) Entitlements, including tenancy rights, held by the Transferor Companies or which may accrue or become due to it as on the Appointed Date or may become so due or entitled to thereafter;
- d) All records, files, papers, computer programs, manuals, data, catalogues, sales material, lists of customers and suppliers, other customer information and all other records and documents relating to the business activities and operations of the Transferor Companies;
- e) Amounts claimed by the Transferor Companies whether or not so recorded in the books of account of the Transferor Companies from any Governmental Authority, under any law, act or rule in force, as refund of any tax, duty, cess or of any excess payment;
- f) Right to any claim, whether preferred or made by Transferor Companies or not, in respect of any refund of tax, duty, cess or other charge, including any erroneous or excess payment thereof made by the Transferor Companies and any interest thereon, with regard to any law, act or rule or Scheme made by the Governmental Authority and in respect of set-off, carry forward of unabsorbed depreciation and losses, deferred revenue expenditure, deduction, exemption, rebate, allowance, amortization benefit, etc. under the Income Tax Act, 1961, in accordance with the provisions of IT Act, or taxation laws of other countries or any other or like benefits under the said acts or under and in accordance with any law or act, whether in India or anywhere outside India.
- g) All liabilities including, without being limited to, secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations of the Transferor Companies, of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized;
- h) All staff, workmen, employees or other labour of the Transferor Companies.

2. Interpretation

Terms and expressions which are used in this Scheme but not defined therein shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, and if not defined therein then under the relevant Applicable Laws.

In this Scheme, unless the context otherwise requires:

- a) references to "persons" shall include individuals, bodies corporate (whether incorporated), un-incorporated entities, associations, partnerships and proprietorship;
- b) heading, sub-heading and bold typeface are only for convenience and

- c) shall not affect the construction or interpretation of this Scheme
- d) the term "Clause" refers to the specified clause of this Scheme;
- e) references to one gender includes all genders;
- f) any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;
- g) words denoting singular shall include the plural and vice versa ;
- h) reference to any legislation, statute, regulation, rule, notification or any other provision of law means and includes references to such legal provisions as amended, supplemented or re-enacted from time to time, and any reference to a legal provision shall include any subordinate legislation made from time to time under such a statutory provision.
- i) unless otherwise defined, the reference to the word "days" shall mean calendar days; and
- j) references to dates and times shall be construed to be references to Indian dates and times.

3. Share Capital

3.1. Transferor Company 1

The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 1 as on 31st March, 2021 is as under:

Share Capital	Amount in Rupees
<u>Authorized Share Capital</u>	
10, 000 Equity Shares of Rs.10/- each	1,00,000
Total	1,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
10,000 Equity Shares of Rs.10/- each, fully paid up	1,00,000
Total	1,00,000

Subsequent to the above date, there has been no change in the Authorized, Issued, Subscribed and Paid up Share Capital of the Transferor Company 1 upto the date of filing of the Scheme.

3.2. Transferor Company 2

The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 2 as on 31st March 2021 is as under:

Share Capital	Amount in Rupees
<u>Authorized Share Capital</u>	
10, 000 Equity Shares of Rs.10/- each	1,00,000
Total	1,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
10,000 Equity Shares of Rs.10/- each, fully paid up	1,00,000
Total	1,00,000

Subsequent to the above date, there has been no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 2 upto the date of filing of the Scheme.

3.3. Transferor Company 3

The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 3 as on 31st March 2021 is as under:

Share Capital	Amount in Rupees
<u>Authorized Share Capital</u>	
10, 000 Equity Shares of Rs.10/- each	1,00,000
Total	1,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
10,000 Equity Shares of Rs.10/- each, fully paid up	1,00,000
Total	1,00,000

Subsequent to the above date, there has been no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 3 upto the date of filing of the Scheme.

3.4. Transferor Company 4

The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 4 as on 31st March, 2021 is as under:

Share Capital	Amount in Rupees
<u>Authorized Share Capital</u>	
10,00,000 Equity Shares of Rs.10/- each	1,00,00,000
Total	1,00,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
10,000 Equity Shares of Rs.10/- each, fully paid up	1,00,000
Total	1,00,000

Subsequent to the above date, there has been no change in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 4 upto the date of filing of the Scheme.

3.5 Transferor Company 5

The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 5 as on 31st March, 2021 is as under:

Share Capital	Amount in Rupees
<u>Authorized Share Capital</u>	
45,10,000 Equity Shares of Rs.10/- each	4,51,00,000
Total	4,51,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
45,10,000 Equity Shares of Rs.10/- each	4,51,00,000
Total	4,51,00,000

Subsequent to the above date, there has been no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 5 upto the date of filing of the Scheme.

3.6 Transferor Company 6

The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 6 as on 31st March, 2021 is as under:

Share Capital	Amount in Rupees
<u>Authorized Share Capital</u>	
10,000 Equity Shares of Rs.10/- each	1,00,000
Total	1,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
10,000 Equity Shares of Rs.10/- each	1,00,000
Total	1,00,000

Subsequent to the above date, there has been no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 6 upto the date of filing of the Scheme.

3.7 Transferor Company 7

The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 7 as on 31st March, 2021 is as under:

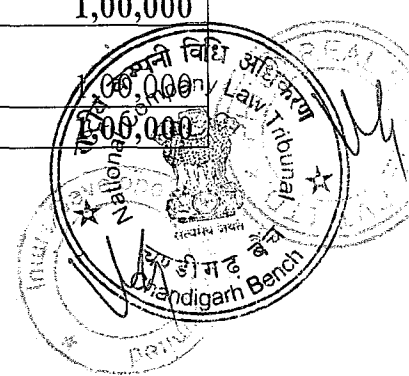
Share Capital	Amount in Rupees
<u>Authorized Share Capital</u>	
10,000 Equity Shares of Rs.10/- each	1,00,000
Total	1,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
10,000 Equity Shares of Rs.10/- each	1,00,000
Total	1,00,000

Subsequent to the above date, there has been no change in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 7 upto the date of filing of the Scheme.

3.8 Transferor Company 8

The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 8 as on 31st March, 2021 is as under:

Share Capital	Amount in Rupees
<u>Authorized Share Capital</u>	
10,000 Equity Shares of Rs.10/- each	1,00,000
Total	1,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
10,000 Equity Shares of Rs.10/- each	1,00,000
Total	1,00,000



Subsequent to the above date, there has been no change in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 8 up to the date of filing of the Scheme.

3.9 Transferor Company 9

The Authorized, Issued, Subscribed and Paid-up Share capital of the Transferor Company 9 as on 31st March, 2021 is as under:

Share Capital	Amount in Rupees
<u>Authorized Share Capital</u>	
45,10,000 Equity Shares of Rs.10/- each	4,51,00,000
Total	4,51,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
45,10,000 Equity Shares of Rs.10/- each	4,51,00,000
Total	4,51,00,000

Subsequent to the above date, there has been no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 9 upto the date of filing of the Scheme.

3.10 Transferor Company 10

The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 10 as on 31st March, 2021 is as under:

Share Capital	Amount in Rupees
<u>Authorized Share Capital</u>	
45,10,000 Equity Shares of Rs.10/- each	4,51,00,000
Total	4,51,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
45,10,000 Equity Shares of Rs.10/- each	4,51,00,000
Total	4,51,00,000

Subsequent to the above date, there has been no change in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 10 upto the date of filing of the Scheme.

3.11 Transferor Company 11

The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 11 as on 31st March, 2021 is as under:

Share Capital	Amount in Rupees
<u>Authorized Share Capital</u>	
2,50,10,000 Equity Shares of Rs.10/- each	25,01,00,000
Total	25,01,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
2,50,10,000 Equity Shares of Rs.10/- each	25,01,00,000
Total	25,01,00,000

Subsequent to the above date, there has been no change in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 11 upto the date of filing of the Scheme.

3.12 Transferor Company 12

The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 12 as on 31st March, 2021 is as under:

Share Capital	Amount in Rupees
<u>Authorized Share Capital</u>	
45,10,000 Equity Shares of Rs.10/- each	4,51,00,000
Total	4,51,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
45,10,000 Equity Shares of Rs.10/- each	4,51,00,000
Total	4,51,00,000

Subsequent to the above date, there has been no change in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 12 up to the date of filing of the Scheme.

3.13 Transferee Company

The Authorized, Issued, Subscribed and Paid-up share capital of the Transferee Company as on 31st March 2021 is as under:

Share Capital	Amount in Rupees
<u>Authorized Share Capital</u>	
10,000 Equity Shares of Rs.10/- each	1,00,000
Total	1,00,000
<u>Issued, Subscribed and Paid-up Share Capital</u>	
10,000 Equity shares of Rs.10/- each	1,00,000
Total	1,00,000

Subsequent to the above date, there has been no change in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferee Company upto the date of filing of the Scheme.

3.14 The equity shares of Transferor Companies and Transferee Company are not listed on any stock exchange.

Further, there are no existing commitments, obligations or arrangements by the Transferor Companies as on the date of sanction of this Scheme by the Board of Directors to issue any further shares or convertible securities.

4. Date of taking effect and Operative Date

The Scheme set out herein in its present form with or without any modification(s) approved or imposed or directed by the Tribunal or made as per the Scheme, shall be effective from the Appointed Date but shall be operative from Effective Date.

PART II

TRANSFER AND VESTING OF UNDERTAKING

5. Transfer of Undertaking

Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Undertaking (including all the estate, immovable property, movable property, assets, rights, claims, title, interest and authorities including accretions and appurtenances and liabilities of the Undertaking) shall, subject to the provisions of this Clause in relation to the mode of transfer and vesting and pursuant to Section 233 of the Act along with the provisions of the Income Tax Act, 1961 and without any further act or deed, be amalgamated from Transferor Companies and stand absolute, unconditionally and irrevocably be transferred to and vested in Transferee Company or be deemed to have been amalgamated from Transferor Companies and absolutely, unconditionally and irrevocably be transferred to and vested in Transferee Company as a going concern, so as to become as and from the Appointed Date, the estate, immovable property, moveable property, assets, rights, claims, title, interest and authorities and liability of Transferee Company, subject to the provisions of this Scheme in relation to Encumbrances in favor of banks and/or financial institutions.

Upon the Scheme coming into effect, the Transferee Company may, if so required under any Applicable Law or otherwise, at any time after the Scheme becoming effective, in accordance with the provisions hereof, execute or enter into any arrangements, conveyance, confirmations, deeds, documents, letters or any other instruments relating to the Undertaking with any party to any contract or agreements to which Transferor Companies is a party. For such purposes, if so requested by Transferee Company, Transferor Companies shall provide all the necessary assistance, sign the necessary documents, appear before the relevant authorities including for registration of the documents etc., without incurring any monetary obligation for such actions.

5.1. Transfer of Assets

5.1.1. Without prejudice to the generality of above provisions, upon the coming into effect of this Scheme and with effect from the Appointed Date:

- i) All the assets and properties comprised in the Undertaking of whatsoever nature and whosoever situated, shall, under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act or deed, be and stand transferred to and vested in the Transferee Company or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become the assets and properties of the Transferee Company.
- b) With respect to such of the assets and properties of the Undertaking as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and/or delivery, the same shall be so transferred by the Transferor Companies and shall, upon such transfer, become the assets and properties of the Transferee Company as an integral part of the Undertaking upon such delivery or endorsement, without requiring any separate deed or instrument or conveyance for the same.

c) In respect of movables other than those dealt with in Clause 5.1.1. (b) above including sundry debts, receivables, bills, credits, loans and advances of the Undertaking, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Governmental Authority or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in the Transferee Company.

d) All the licenses, permits, quotas, approvals, permissions, consents, registrations, leave and license agreement including security deposit, incentives, tax deferrals, tax credits (including but not limited to MAT credit, taxes withheld/ paid in foreign country, unutilized input tax credit under GST etc.), whether or not, recorded or recognized and benefits (including brought forward losses and unabsorbed depreciation, as per books and as per Income Tax Act, 1961, if any, in accordance with the provisions of IT Act), advance income-tax and TDS credit, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Companies and all rights and benefits that have accrued or which may accrue to the Transferor Companies, whether before or after the Appointed Date, shall, under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Transferee Company so as to become as and from the Appointed Date, licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions.

e) For avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of the bank accounts of the Transferor Companies have been replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Companies in the name of the Transferor Companies in so far as may be necessary. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Companies after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company. The Transferee Company shall be allowed to maintain bank accounts in the name of the Transferor Companies for such time as may be determined to be necessary by the Transferee Company for presentation and deposition of cheques and pay orders that have been issued in the name of the Transferor Companies. It is hereby expressly clarified that any legal proceedings by or against the Transferor Companies in relation to the cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of Transferor Companies shall be instituted, or as the case maybe, continued by or against the Transferee Company after the coming into effect of the Scheme.

f) In so far as various incentives, subsidies, exemptions, Rehabilitation schemes, special status, service tax benefits, income tax holiday/benefit/losses and other benefits or exemptions or privileges enjoyed, granted by any Government body, regulatory authority, local authority or by any other person, or availed of by

Transferor Companies are concerned, the same shall, without any further act or deed, in so far as they relate to Undertaking, vest with and be available to Transferee Company on the same terms and conditions as if the same had been allotted and/or granted and/or sanctioned and/or allowed to Transferee Company.

5.1.2. The Transferor Companies shall, if so required, also give notice in such form as it may deem fit and proper to the debtors, that pursuant to the sanction of this Scheme by the Tribunal under and in accordance with Sections 230 to 232 and all other applicable provisions, if any, of the Act, the said debtors should pay to the Transferee Company the debt, loan or advance including capital advance on account of the Transferor Companies and the right of the Transferor Companies to recover or realize the same stands transferred to the Transferee Company.

5.1.3. All assets whether or not included in the books of the Transferor Companies, and/ or which are acquired and owned by the Transferor Companies on or after the Appointed Date but prior to the Effective Date, shall be deemed to be and shall become the assets and properties of the Transferee Company, and shall under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed or making any disclosure on the product, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme. Provided however that no onerous assets shall have been acquired by the Transferor Companies after the Appointed Date without the consent of the Transferee Company as provided for in this Scheme.

5.1.4. Without prejudice to what is stated in Clauses 5.1.2 to 5.1.3 above, Transferor Companies and Transferee Company shall execute such documents/instruments or do all such acts and deeds including filing of necessary particulars and/or modification of charge with the concerned ROC to give formal effect to the above Clauses, if required.

5.2. Transfer of Liabilities:

Upon the coming into effect of this Scheme and with effect from the Appointed Date:

5.2.1. All liabilities relating to and comprised in the Undertaking including all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings of the Transferor Companies of every kind (including all obligations, as may have been undertaken by the Transferor Companies, nature and description whatsoever and howsoever arising, raised or incurred or utilized for its business activities and operations (herein referred to as the "**Liabilities**"), shall, pursuant to the sanction of this Scheme by the Tribunal under and in accordance with the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, along with any charge, encumbrance, lien or security thereon, and the same shall be assumed by the Transferee Company to the extent they are outstanding as on the Effective Date so as to become as and from the Appointed Date the liabilities of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies, and the Transferee Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect

to the provisions of this Clause.

- 5.2.2. All debts, liabilities, duties and obligations of the Undertaking as on the Appointed Date, whether or not provided in the books of the Transferor Companies, and all debts and loans raised, and duties, liabilities and obligations incurred or which arise or accrue to the Undertaking on or after the Appointed Date till the Effective Date, shall be deemed to be and shall become the debts, loans raised, duties, liabilities and obligations incurred by the Transferee Company by virtue of this Scheme.
- 5.2.3. Where any such debts, loans raised, liabilities, duties and obligations of the Undertaking as on the Appointed Date have been discharged or satisfied by the Transferor Companies after the Appointed Date and prior to the Effective Date, such discharge or satisfaction shall be deemed to be for and on account of the Transferee Company.
- 5.2.4. Loans, advances, Bank sanctioned credit limits approved and available to the Transferor Companies and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in the future become due between the Undertaking and the Transferee Company shall, ipso facto, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the Transferee Company.
- 5.2.5. The Scheme does not affect the rights of the Creditors of the Transferor Companies and the Transferee Company. The Creditors of the Transferor Companies shall become the Creditors of the Transferee Company. There will not be reduction in amounts payable to the Creditors of the Transferor Companies and the Transferee Company post sanctioning of the scheme.

5.3. Transfer of Profits/Losses to Reserves

With effect from the Appointed Date, all profits (including losses), reserves, income accruing to or losses and expenditure, if any (including payment of penalty, damages or costs of litigation) arising to or incurred by the Undertaking of the Transferor Companies shall for all purposes, be treated as the profits or reserves or income or losses or expenditure, as the case may be of the Transferee Company.

5.4. Inter - se Transactions:

Without prejudice to the provisions of Clauses 6.1 to 6.3, with effect from the Appointed Date, all inter-party transactions subsisting as on the Effective date or undertaken between Appointed Date and Effective date, between the Transferor Companies and the Transferee Company shall be considered as intra-party transactions for all purposes.

6. Contracts, Deeds etc.

- 6.1. Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements, memorandum of understanding, and other instruments of whatsoever nature to which the Transferor Companies are party or to the benefit of which the Transferor Companies may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect for or against or in favour of, as the case may be, the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obligee.

or obligor thereto or thereunder.

6.2. Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Undertaking occurs by virtue of this Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme and in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contract or arrangement to which the Transferor Companies a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Companies and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Companies.

6.3. For avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney, letter of authority given by, issued to or executed in favour of the Transferor Companies shall without any further act or deed, stand transferred to the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company. The Transferee Company shall receive relevant approvals from the concerned Governmental Authorities as may be necessary in this behalf.

7. Legal Proceedings

On and from the Appointed Date, all suits, actions, claims and legal proceedings by or against the Transferor Companies pending and/or arising on or before the Effective Date shall be continued and / or enforced by or against the Transferee Company as effectually and in the same manner and to the same extent as if the same had been originally instituted and/or pending and/or arising by or against the Transferee Company. On and from the Effective Date, the Transferee Company shall have the right to initiate, defend, compromise or otherwise deal with any legal proceedings relating to the Undertaking, in the same manner and to the same extent as would or might have been initiated by the Transferor Companies as the case may be, had the Scheme not been made. If any suit, appeal or other proceedings relating to the Undertaking, of whatever nature by or against the Transferor Companies be pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the amalgamation of the Undertaking or by anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if this Scheme had not been made.

8. Conduct of Business

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

8.1.1. The Transferor Companies shall carry on and shall be deemed to have carried on all its business and activities as hitherto and shall hold and stand possessed of and shall be deemed to have held and stood possessed of, the Undertaking on

account of, and for the benefit of and in trust for, the Transferee Company.

8.1.2. All the profits or income accruing or arising to the Transferor Companies, and all expenditure or losses arising or incurred (including all taxes, if any, paid or accruing in respect of any profits and income) by the Transferor Companies shall, for all purposes, be treated and be deemed to be and accrue as the profits or income or as the case may be, expenditure or losses (including taxes) of the Transferee Company.

8.1.3. Any of the rights, powers, authorities and privileges attached or related or pertaining to and exercised by or available to the Transferor Companies shall be deemed to have been exercised by the Transferor Companies for and on behalf of the Transferee Company. Similarly, any of the obligations, duties and commitments attached, related or pertaining to the Undertaking that have been undertaken or discharged by the Transferor Companies shall be deemed to have been undertaken or discharged for and on behalf of the Transferee Company.

8.2. With effect from the first of the date of filing of this Scheme with the Tribunal and up to and including the Effective Date:

8.2.1. The Transferor Companies shall preserve and carry on their business and activities with reasonable diligence and business prudence and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments either for itself or on behalf of its group companies or any third party or sell, transfer, alienate, charge, mortgage or encumber or deal with the Undertaking or any part thereof save and except in each case in the following circumstances:

- a) if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with the Tribunal; or
- b) if the same is permitted by this Scheme; or
- c) if consent of the Board of Directors of the Transferee Company has been obtained.

8.2.2. The Transferor Companies shall not take, enter into, perform or undertake, as applicable (i) any material decision in relation to its business and operations (ii) any agreement or transaction; and (iii) such other matters as the Transferee Company may notify from time to time save and except in each case in the following circumstances:

- a) if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with the Tribunal; or
- b) if the same is permitted by this Scheme; or
- c) if consent of the Board of Directors of the Transferee Company has been obtained.

8.2.3. Without prejudice to the generality of Clause 8.2.2 above, the Transferor Companies shall not make any change in its capital structure, whether by way of increase (by issue of equity shares on a rights basis, bonus shares) decrease, reduction, reclassification, sub-division or consolidation, re-organization or in any other manner which may, in any way, affect the Share Exchange Ratio (as provided in Clause 11.1 below), except under any of the following

circumstances:

- a) by mutual consent of the Board of Directors of the Transferor Companies and of the Transferee Company; or
- b) as may be permitted under this Scheme.

8.3. Treatment of Taxes

- 8.3.1. Any tax liabilities, interest, late fees, cess, etc. under the Income Tax Act, 1961, Central Goods and Services Tax (GST) Act, 2017 / Integrated GST Act, 2017 / Respective State GST Act, 2017 / Union territories GST Act, 2017 / GST (Compensation to States) Act, 2017, Kerala Flood Cess as levied under Kerala Finance Act, 2019 Wealth Tax Act, 1957, Customs Act, 1962, Central Excise Act, 1944, Maharashtra Value Added Tax Act, 2002, Central Sales Tax Act, 1956, any other state Sales Tax / Value Added Tax laws, service tax, luxury tax, stamp laws or other applicable laws/ regulations (hereinafter in this Clause referred to as "Tax Laws") dealing with taxes/ duties/ levies allocable or related to the business of the Transferor Companies to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to Transferee Company.
- 8.3.2. All taxes (including income tax, Goods and Services Tax, wealth tax, sales tax, excise duty, customs duty, service tax, luxury tax, VAT, etc.) cess, interest, penalty, fees etc paid or payable by the Transferor Companies in respect of the operations and/or the profits of the business on and from the Appointed Date, shall be on account of the Transferee Company and, insofar as it relates to the tax payment (including without limitation income tax, Goods and Services Tax, wealth tax, sales tax, excise duty, customs duty, service tax, luxury tax, VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Companies in respect of the profits or activities or operation of the business on and from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and shall, in all proceedings, be dealt with accordingly.
- 8.3.3. Any refund, set-off, credits, benefits under the Tax Laws due to Transferor Companies consequent to the assessments made on Transferor Companies and for which no credit, set-off, benefit has been taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.
- 8.3.4. Notwithstanding anything to the contrary contained in the provisions of this Scheme, subject to provisions of the Income Tax Act, 1961, the Transferee Company shall be entitled to carry forward, avail of, claim or set-off any unabsorbed tax losses, tax depreciation, credits (including but not limited to MAT credit, taxes deducted/ paid in foreign country etc), any balance in the taxation/duties/levies account including advance income tax and Tax Deducted at Source ("TDS") of the Transferor Companies, whether or not recorded or recognized, that remain unutilized as on the Appointed Date and Input Tax Credits of the Transferor Companies that remain unutilized as on Effective Date. Further, the brought forward losses and unabsorbed depreciation as per books of accounts / records of Transferor Companies as on Appointed Date would be deemed to be brought forward losses and unabsorbed depreciation as per books of accounts of the Transferee Company.

8.3.5. Without prejudice to the generality of the above, all exemptions, deductions, benefits, refunds, entitlements, incentives, duty credit scrips, fulfilled and any pending obligations under Foreign Trade Policy and credits under the income tax, goods and services tax (including unutilized input tax credit under GST etc.), sales tax, excise duty, customs duty, service tax, luxury tax, VAT, etc., to which the Transferor Companies are/ would be entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Transferee Company.

8.3.6. Since each of the permissions, approvals, consents, sanctions, remissions, special reservations, service-tax exemptions, export promotion of capital goods license, duty credit scrips and other licenses obtained under Foreign Trade Policy, incentives, concessions and other authorizations of the Transferor Companies shall stand transferred by the order of the Tribunal to the Transferee Company, the Transferee Company shall file the relevant intimations, for the record of the statutory authorities who shall take them on file, pursuant to the vesting orders of the sanctioning Tribunal.

8.3.7. Upon the Scheme becoming effective, subject to applicable laws, the Transferee Company is expressly permitted to revise or amend the returns along with prescribed forms, filings and annexures of the Transferor Companies under the Income Tax Act, 1961 (including for minimum alternate tax purposes and tax benefits), Central/ respective State/ Union Territory/ Compensation Cess Goods and Services Tax Act, 2017, service tax law and other tax laws, and to claim refunds and/or credits for taxes paid (including minimum alternate tax, Goods and Service Tax, etc), and to claim tax benefits of the Income Tax Act, 1961 etc. and for matters incidental thereto, if required, to give effect to the provisions of the Scheme and in accordance with the relevant provisions.

8.3.8. In accordance with the Central/Integrated/Respective State/Union territories/ Compensation Cess, Goods and Services Tax Act, 2017 provisions, as are prevalent on the Effective Date, the unutilized input tax credits lying in the accounts of the Undertaking of the Transferor Companies shall be permitted to be transferred to the credit of the Transferee Company, as if all such unutilized credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the GST payable by it. Where the unutilized input GST credits cannot be transferred on account of the specific provisions of the Central/Integrated/Respective State/Union territories Goods and Services Tax Act, 2017, the Transferee Company shall be entitled to claim the same as refund from the State/Central Government.

8.3.9. All tax assessment proceedings/ appeals of whatsoever nature by or against the Transferor Companies pending and/or arising at the Appointed Date and relating to the Transferor Companies (including any other company merged into Transferor in the past) shall be continued and/or enforced until the Effective Date by or against the Transferor Companies. As and from the Effective Date, the tax proceedings shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Companies. Further the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Companies with the Transferee Company or anything contained in the Scheme. The sanction of the Scheme by the Hon'ble National Company Law Tribunal shall not be taken to adversely affect the rights or interests of the Income Tax

Department.

9. Employees

Upon the coming into effect of this Scheme:

- 9.1. All employees who are in the employment of the Transferor Companies as on the Effective Date shall become employees of the Transferee Companies without any break or interruption in service and on terms and conditions as to employment and remuneration not less favorable than those on which they are engaged or employed by the Transferor Companies. The Transferee Company undertakes to continue to abide by any agreement/ settlement, if any, validly entered into by the Transferor Companies with any union/employee of the Transferor Companies (as may be recognized by the Transferor Companies).
- 9.2. The existing provident fund, gratuity fund (accumulated from the date of employment maintained by the Transferor Companies) and pension and/or superannuation fund or trusts or retirement funds or benefits created by the Transferor Companies or any other special funds created or existing for the benefit of the concerned permanent employees of the Transferor Companies (collectively referred to as the "**Funds**") and the investments made out of such Funds shall, at an appropriate stage, be transferred to the Transferee Company to be held for the benefit of the concerned employees. The Funds shall, subject to the necessary approvals and permission and at the discretion of the Transferee Company, either be continued as separate funds of the Transferee Company for the benefit of the employees of the Transferor Companies or be transferred to and merged with other similar funds of the Transferee Company. In the event that the Transferee Company does not have its own fund with respect to any such Funds, the Transferee Company may, subject to necessary approvals and permissions, continue to maintain the existing Funds separately and contribute thereto in respect of covered employees of the Transferor Companies and in case the Transferee Company creates its own funds, then the Funds and the investments and contributions pertaining to the employees of the Transferor Companies shall be transferred to such funds of the Transferee Company.

10. Saving of concluded transactions

Subject to the terms of this Scheme, the transfer and vesting of the Undertaking of the Transferor Companies under Clause 5 of this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Companies on or before the Appointed Date or concluded after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor Companies as acts, deeds and things made, done and executed by or on behalf of the Transferee Company.

PART III

ISSUE OF NEW EQUITY SHARES BY THE TRANSFEE COMPANY TO THE ELIGIBLE SHAREHOLDERS OF THE TRANSFEROR COMPANIES

11. Issue of equity shares by Transferee Company

The provisions of this Part III shall operate notwithstanding anything to the contrary in any other instrument, deed or writing.

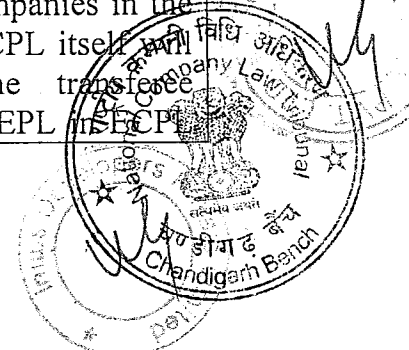
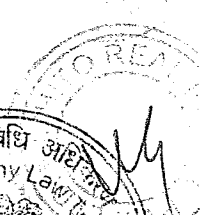
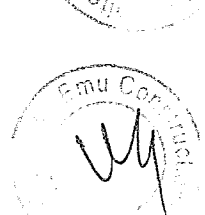
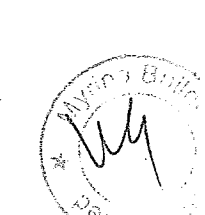
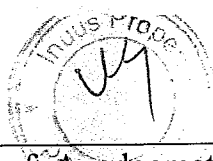
- 11.1. Upon the Scheme coming in to effect, and pursuant to amalgamation of the

Transferor Companies with the Transferee Company, the Transferee Company shall without any further act or deed, issue consideration to the shareholders of the Transferor Companies, whose name appears in their respective register of members as on Record date or to their respective heirs, executors administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the respective companies, up to extent indicated below:

Transferor Companies	Consideration issued by Transferee Company
Inuus Properties Private Limited (INPPL) (Transferor Company 1)	To the equity shareholders of Inuus Properties Private Limited (INPPL) 202 (Two hundred and two) equity shares of Inuus Developers Private Limited (INDPL) of INR 10 each fully paid up shall be issued for every 100 (One hundred) equity shares held in INPPL of INR 10 each fully paid up.
Orthia Properties Private Limited (OPPL) (Transferor Company 2)	To the equity shareholders of Orthia Properties Private Limited (OPPL) OPPL being a wholly owned subsidiary of INDPL which is the transferee company, the shares held by INDPL in OPPL would get cancelled and no equity shares would be required to be issued to the equity shareholders of INDPL for the proposed amalgamation.
Orthia Constructions Private Limited (OCPL) (Transferor Company 3)	To the equity shareholders of Orthia Constructions Private Limited (OCPL) OCPL being a wholly owned subsidiary of INPPL which is one of the transferor companies in the Scheme of Amalgamation (i.e. INPPL itself will get merged with INDPL, the transferee company) the shares held by INPPL in OCPL would get cancelled and no equity shares would be required to be issued to the equity shareholders of OCPL for the proposed amalgamation.
Zelkova Builders Private Limited (ZBPL) (Transferor Company 4)	To the equity shareholders of Zelkova Builders Private Limited (ZBPL) ZBPL being a wholly owned subsidiary of INPPL which is one of the transferor companies in the Scheme of Amalgamation (i.e. INPPL itself will get merged with INDPL, the transferee company) the shares held by INPPL in ZBPL would get cancelled and no equity shares would be required to be issued to the equity shareholders of ZBPL for the proposed amalgamation.
Mugwort Real Estate Private Limited (MREPL) (Transferor Company 5)	To the equity shareholders of Mugwort Real Estate Private Limited (MREPL) 1 (one) equity Shares of Inuus Developers Private Limited (INDPL) of INR 10 each fully paid up shall be issued for all the equity shares held in MREPL of INR 10 each fully paid up.
Gloxinia Infrastructure Private Limited (GIPL) (Transferor	To the equity shareholders of Gloxinia Infrastructure Private Limited (GIPL) GIPL being a wholly owned subsidiary of MREPL which is one of the transferor companies in the

Company 6)	Scheme of Amalgamation (i.e. MREPL itself will get merged with INDPL, the transferee company) the shares held by MREPL in GIPL would get cancelled and no equity shares would be required to be issued to the equity shareholders of GIPL for the proposed amalgamation.
Karkinos Constructions Private Limited (KCPL) (Transferor Company 7)	To the equity shareholders of Karkinos Constructions Private Limited (KCPL) KCPL being a wholly owned subsidiary of GIPL which is one of the transferor companies in the Scheme of Amalgamation (i.e. GIPL itself will get merged with INDPL, the transferee company) the shares held by GIPL in KCPL would get cancelled and no equity shares would be required to be issued to the equity shareholders of KCPL for the proposed amalgamation
Kapshi Infrastructure Private Limited (KIPL) (Transferor Company 8)	To the equity shareholders of Kapshi Infrastructure Private Limited (KIPL) KIPL being a wholly owned subsidiary of KCPL which is one of the transferor companies in the Scheme of Amalgamation (i.e. KCPL itself will get merged with INDPL, the transferee company) the shares held by KCPL in KIPL would get cancelled and no equity shares would be required to be issued to the equity shareholders of KIPL for the proposed amalgamation.
Iphito Properties Private Limited (IPPL) (Transferor Company 9)	To the equity shareholders of Iphito Properties Private Limited (IPPL) IPPL being a wholly owned subsidiary of GIPL which is one of the transferor companies in the Scheme of Amalgamation (i.e. GIPL itself will get merged with INDPL, the transferee company) the shares held by GIPL in IPPL would get cancelled and no equity shares would be required to be issued to the equity shareholders of IPPL for the proposed amalgamation
Myrina Builders Private Limited (MYBPL) (Transferor Company 10)	To the equity shareholders of Myrina Builders Private Limited (MYBPL) MYBPL being a wholly owned subsidiary of GIPL which is one of the transferor companies in the Scheme of Amalgamation (i.e. GIPL itself will get merged with INDPL, the transferee company) the shares held by GIPL in MYBPL would get cancelled and no equity shares would be required to be issued to the equity shareholders of MYBPL for the proposed amalgamation
Emu Constructions Private Limited (ECPL) (Transferor Company 11)	To the equity shareholders of Emu Constructions Private Limited (ECPL) ECPL being a wholly owned subsidiary of MREPL which is one of the transferor companies in the Scheme of Amalgamation (i.e. ECPL itself will get merged with INDPL, the transferee company) the shares held by MREPL in ECPL

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	would get cancelled and no equity shares would be required to be issued to the equity shareholders of ECPL for the proposed amalgamation.
Iphito Real Estate Private Limited (IREPL) (Transferor Company 12)	To the equity shareholders of Iphito Real Estate Private Limited (IREPL) IREPL being a wholly owned subsidiary of ECPL which is one of the transferor companies in the Scheme of Amalgamation (i.e. IREPL itself will get merged with INDPL, the transferee company) the shares held by ECPL in IREPL would get cancelled and no equity shares would be required to be issued to the equity shareholders of IREPL for the proposed amalgamation.

- 11.2. With regard to the Compulsorily Convertible Debentures (CCD) outstanding in the books of Transferor Companies; the Transferee Company shall issue its CCDs to the existing eligible CCD holders of the Transferor Companies at par value and with same terms and conditions similar to those of the currently outstanding CCDs.
- 11.3. For arriving at the share exchange ratio as outlined above, the Transferor Companies and Transferee Company have considered the Share Exchange Ratio Report as submitted by an Independent Professional Mr. Vardhman Doogar, Registered Valuer (Registration No. IBBI/RV/06/2019/10802).
- 11.4. The ratio in which equity shares of the Transferee Company are to be issued and allotted to the equity shareholders of the Transferor Companies is herein referred to as the "Share Exchange Ratio". In the event that the Transferee Company or Transferor Companies restructure their equity share capital by way of share split/ consolidation/issue of bonus shares during the pendency of the Scheme, the Share Exchange Ratio shall be adjusted accordingly to take into account the effect of such corporate actions.
- 11.5. For the purposes of the allotment referred to in this Clause, fractional entitlements shall be rounded-off to the next higher whole number.
- 11.6. Upon Equity shares being issued and allotted by the Transferee Company to the Shareholders of the Transferor Companies in accordance with this Scheme, the share certificates in relation to the shares held by the Shareholders in the Transferor Companies shall be deemed to have been cancelled and extinguished without any further act or deed on behalf of the Shareholders.
- 11.7. Pursuant to issuance of New Equity Shares, the shareholders of the Transferor Companies shall become the shareholders of the Transferee Company.
- 11.8. The Transferee Company Shares to be issued and allotted by the Transferee Company in terms of this Scheme shall be subject to the provisions of the memorandum and articles of association of the Transferee Company and shall rank *pari-pasu* in all respects and shall have the same rights attached to the then existing equity shares of the Transferee Company.
- 11.9. For the purpose of issue of equity shares to the shareholders of the Transferor Companies, the Transferee Company shall, if and to the extent required, apply for and obtain the required statutory approvals and approvals of other concerned regulatory authorities.

It is clarified that upon the approval of this Scheme by the shareholders of the Transferor Companies and the Transferee Company, under section 230 to 232 and other relevant provisions of the Companies Act, the shareholders shall be deemed to have approved this scheme under sections 13, 14, 42, 62 and any other applicable provisions of the Companies Act and that no separate approval from the shareholders or others if so applicable to that extent shall be required to be sought by the parties for the matters specified in this Scheme.

- 11.10. Where new equity shares of the Transferee Company are to be allotted to executors or administrators or, as the case may be, to successors of equity shareholders of the Transferor Companies, the concerned executors, administrators or successors shall be obliged to produce evidence of title satisfactory to the Board of Directors of the Transferee Company.

12. Combination of Authorized Share Capital

- 12.1 Upon coming into effect of the Scheme, the Authorized Share Capital as on the Effective date of the Transferor Companies, shall be added to the Authorized Share Capital of the Transferee Company as on the Effective Date without any further act or deed on the part of the Transferee Company including payment of stamp duty and fees payable to the relevant Registrar of Companies, and the Memorandum of Association and Articles of Association of the Transferee Company (relating to the authorized share capital) shall, without any further act, instrument or deed, stand altered, modified and amended, and the consent of the members to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under section 13 and section 61 and section 64 or any other the relevant provisions of the Companies Act would be required to be separately passed, and for this purpose the stamp duties and fees paid on the authorized share capital of the Transferor Companies shall be utilized and applied to the increased authorized share capital of the Transferee Company and there would be no requirement for any further payment of stamp duty and/or fee by the Transferee Company for increase in the authorized share capital to that extent.

- 12.2. It is clarified that the combined Authorized Share Capital of the Transferee Company pursuant to this clause shall be divided into equity shares having face value of Rs. 10 each.

- 12.3. Pursuant to scheme becoming effective and consequent upon the merger of Transferor Companies into Transferee Company, the authorized share capital of the Transferee Company will be as under and the Clause V of the Memorandum of Association of the Transferee Company shall stand substituted as under :

"V. The Authorized Share Capital of the Company is INR 44,12,00,000 /- (Rupees Forty Four Crores Twelve Lacs only) divided into 4,41,20,000 (Four Crores Fourty One Lacs Twenty Thousand) Equity Shares of INR 10/- each."

- 12.4. It is clarified that the consent of the shareholders of the Transferee Company to this Scheme shall be deemed to be sufficient for the purposes of effecting the aforementioned amendments and the increase of authorized capital of the Transferee Company pursuant to Clauses 12 and no further resolution(s) under Sections 4, 13, 14 and 61 and all other applicable provisions of the Companies Act, if any, would be required to be separately passed.

12.5. In accordance with Section 232 (3)(i) of the Companies Act and Applicable Law, the stamp duties and / or fees (including registration fee) paid on the authorised share capital of the Transferor Companies shall be utilized and applied to the increased authorised share capital of the Transferee Company pursuant to Clause 12 and no stamp duties and/or fees would be payable for the increase in the authorised share capital of the Transferee Company to the extent of the authorised share capital of the Transferor Companies.

12.6. Upon the Scheme becoming effective, the issued, subscribed and paid-up share capital of the transferee Company shall stand suitably increased consequent upon the issuance of new equity shares in accordance with the Scheme. It is clarified that no Special Resolution under Section 62 of the Act shall be required to be passed by the Transferee Company separately in a general meeting for issue of Transferee Company Shares to the members of the Transferor Companies under this Scheme and for the members of the Transferee Company approving this Scheme, it shall be deemed that they have given their consent to the issue of the Transferee Company Shares to the members of the Transferor Companies in terms of the Scheme.

PART IV

ACCOUNTING TREATMENT FOR THE AMALGAMATION IN THE BOOKS OF TRANSFEEE COMPANY

13.1. On the Scheme becoming effective, the Transferee Company shall account for the amalgamation of the Transferor Companies with the Transferee Company in its books of accounts with effect from the Appointed Date as under:

- a) The Transferee Company shall follow the "pooling of interests method" of accounting prescribed under the Accounting Standard 14 as specified under Section 133 of the Companies Act, 2013.
- b) All the assets and liabilities, including Reserves, of the Transferor Companies shall be recorded in the books of the Transferee Company at their existing carrying amounts and in the same form as recorded in the books of account of the Transferor Companies.
- c) The debit balance of the profit and loss account of the Transferor Companies shall be aggregated with the balance of the profit and loss account of the Transferee Company.
- d) The inter-corporate deposits/ loans, investments and advances / balances outstanding / other obligations between the Transferor Companies and the Transferee Company shall stand cancelled and there shall be no further obligation in that behalf.
- e) In case of any difference in accounting policy between the Transferor Companies and the Transferee Company, the impact of the same till the Appointed Date will be quantified and adjusted in the books of the Transferee Company to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

PART V

DISSOLUTION OF THE TRANSFEROR COMPANIES AND GENERAL TERMS AND CONDITIONS APPLICABLE TO THIS SCHEME OF ARRANGEMENT AND OTHER MATTERS CONSEQUENTIAL AND INTEGRALLY CONNECTED THERETO

14. Dissolution of Transferor Companies

On the coming into effect of this Scheme, the Transferor Companies shall stand dissolved without being wound up. On and with effect from the Effective Date, the name of the Transferor Companies shall be struck off from the records of the Registrar of Companies.

15. Declaration of dividend

During the period between the Appointed Date and up to and including the Effective Date, the Transferor Companies shall not utilize the profits, if any, for declaring any dividend without the prior written consent of the Board of Directors of the Transferee Company. For the avoidance of doubt, it is hereby declared that nothing in the Scheme shall prevent the Transferee Company from declaring and paying dividends, whether interim or final, to its equity shareholders during the period between the Appointed Date and up to and including the Effective Date. Further, the shareholders of the Transferor Companies shall not be entitled to dividend, if any, declared by the Transferee Company prior to the Effective Date.

16. Validity of existing resolutions, etc.

Upon the coming into effect of this Scheme, the resolutions, power of attorney, letter of authority, if any, of the Transferor Companies, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions, power of attorney, letter of authority of the Transferee Company and if any such resolutions, power of attorney, letter of authority have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, under like resolutions, power of attorney, letter of authority passed/issued by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

17. Modification of Scheme

17.1. The Transferor Companies and the Transferee Company (acting through their respective Boards of Directors) may assent to any modifications or amendments to this Scheme, which the NCLT and/or any other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out this Scheme. The Transferor Companies and the Transferee Company (acting through its respective Boards of Directors) be and is hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions, any typographical error whether by reason of any order of the NCLT or of any directive or order of any other authority or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

17.2. The Board of Directors of the Transferor Companies and the Transferee Company shall be entitled, in a mutually agreeable manner, to revoke, cancel and declare the Scheme of no effect if they are of view that the coming into effect of the Scheme could have adverse implications on Transferor Companies and/or Transferee Company.

17.3. To the event of any of the conditions that may be imposed by the NCLT or other authorities which the Transferor Companies and the Transferee Company may find unacceptable for any reason, then the Transferor Companies and/or Transferee Company are at liberty to withdraw the Scheme in accordance with the procedures prescribed to do so.

17.4. If any issue arises as whether any asset, liability pertains to the Transferor Companies and/or the Transferee Company, or not under this Scheme, the same shall be decided by the Board of Directors of the Transferor Companies and/or Transferee Company, as relevant, on the basis of relevant books of account and other evidence that they may deem relevant for said purposes.

17.5. No modifications shall be made to the Scheme unless made in accordance with a written agreement between the Transferor Companies and the Transferee Company to do so. This Scheme shall not be modified, revoked or withdrawn, other than in accordance with a written agreement between the Transferor Companies and the Transferee Company to do so.

18. Filing of applications

The Transferor Companies and the Transferee Company shall use their best efforts to make and file joint applications and petitions under Sections 230 to 232 and Section 52 and other applicable provisions of the Act, before the Tribunal having jurisdiction for sanction of this Scheme under the provisions of law and shall apply for such approvals as may be required under law.

19. Approvals

The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to any Governmental Authority, if required, under any law for such consents and approvals which the Transferee Company may require to own the Undertaking and to carry on the business of the Transferor Companies.

20. Date of Coming in to effect

20.1. The Scheme shall come into legal operation and effect from the later of:

- a) the Appointed Date;
- b) such date as may be approved by the Hon'ble National Company Law Tribunal (NCLT) or Hon'ble National Company Law Appellate Tribunal (NCLAT), or any other competent Court (s), judicial or quasi-judicial authority or any other competent authority having power to sanction the Scheme, as the case may be;
- c) such date on which the certified copies of the orders of the NCLT approving this Scheme shall be filed with the Registrar of Companies by the Transferor Companies and the Transferee Company;

The phrase 'coming into effect' or 'becoming effective' or 'effective date' in the context of the Scheme shall mean the date on which Scheme shall come into legal operation and effect in the manner stated hereinabove.

21. Effect of non-receipt of approvals/sanctions

In the event that the Scheme is not sanctioned by the NCLT or in the event any of consents, approvals, permissions, resolutions, agreements, sanctions or conditions enumerated in the Scheme are not obtained or complied with or for any other reason, the Scheme cannot be implemented, the Scheme shall become null and void, the Transferor Companies shall bear the costs, charges and expenses in connection with the Scheme.

The non - receipt of any sanctions or approvals for a particular asset or liability forming part of the Transferor Companies getting transferred pursuant to this Scheme, shall not affect the effectiveness of the respective section of the Scheme, if the Boards of Directors of the Transferor Companies and/or Transferee Company so decide. The transfer of such asset or liability shall become effective from the Appointed Date as and when the said requisite approvals are received and the provisions of the Scheme shall apply appropriately to the said transfer.

22. Proceedings before the Government Authority

22.1. The Transferor Companies and the Transferee Company shall file with the Government authority a joint application for convening and holding of meetings of their respective equity and creditors to be called, held and conducted in such manner or for their dispensation, as the Government authority may direct and to consider and if thought fit to approve, with or without modification, this Scheme. On this Scheme being agreed by the requisite majority of members/creditors of the Transferor Companies and the requisite majority of members/creditors of the Transferee Company, the Transferor Companies and the Transferee Company shall apply to the Government authority for sanctioning the Scheme of Amalgamation under Sections 230 and 232 of the Companies Act, 2013 and for such other order, or orders, as the Government authority may deem fit for carrying this Scheme into effect and for dissolution of the Transferor Companies without winding up.

22.3 It is hereby clarified that submissions of the Scheme to the Government authority and to any authorities for their respective approvals is without prejudice to all rights, interest, titles and defenses that the Transferor Companies and the Transferee Company has or may have under or pursuant to all applicable laws.

23. Costs, charges, expenses and stamp duty

The Transferee Company agree that it shall bear by itself all own costs, charges, levies and expenses in relation to or in connection with or incidental to this Scheme until the date of sanction of this Scheme by the NCLT, including without limitation costs and expenses associated with retention of financial, legal, tax and other professional advisers, and in connection with the valuation report.

Save as otherwise agreed, all stamp, transfer, registration, and other similar taxes, duties, charges and tees (including in relation to the registration and the stamping of the sanction orders) payable or assessed in connection with this Scheme, the issuance of Transferee Company Shares and the transfers contemplated by the Scheme shall be bore by Transferee Company.

24. Miscellaneous

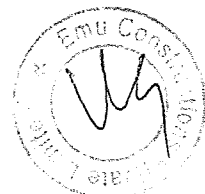
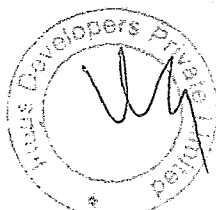
- 24.1. If any part of this Scheme is found to be unworkable for any reason whatsoever, in the sole discretion of the Transferor Companies and the Transferee Company either by their respective Boards of Directors or through Committees appointed by them in this behalf, the same shall not, subject to the decision of the Transferor Companies and the Transferee Company, affect the validity or implementation of the other parts and/or provisions of this Scheme.
- 24.2. On the approval of the Scheme by the members of Transferor Companies and Transferee Company pursuant Section 230 of the Act, it shall be deemed that the said member have also accorded all relevant consents under other provisions of the Act to the extent the same may be considered applicable for the purpose of this Scheme.
- 24.3. Further, the Board of Directors of the Transferor Companies and the Transferee Company shall be entitled to revoke, cancel and declare the Scheme of no effect if the Board of Directors of the Transferor Companies and the Transferee Company are of view that the coming into effect of the Scheme in terms of the provisions of this Scheme or filing of the drawn-up orders with any authority could have an adverse implication(s) on all or any of the Transferor Companies or the Transferee Companies.
- 24.4. If any part of this scheme hereof is invalid, ruled illegal by any NCLT of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Transferor Companies and the Transferee Company that such part shall be severable from the remainder of the Scheme. Further, if the deletion of such part of this Scheme may cause this Scheme to become materially adverse to the any of the Transferor.

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