

DLF LIMITED

DLF Gateway Tower, R Block,
DLF City Phase – III, Gurugram – 122 002,
Haryana (India)
Tel.: (+91-124) 4396000, investor-relations@dlf.in



27th December 2024

The General Manager Dept. of Corporate Services BSE Limited P.J. Tower, Dalal Street, Mumbai – 400 001	The Vice-President National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra(E), Mumbai – 400 051
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Subject: Intimation under
Regulation 37(6) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 ('SEBI Listing Regulations')

Dear Sir/ Madam,

With reference to our earlier intimation dated 25 October 2024, regarding approval of Board of Directors of the Company to the Scheme of Amalgamation of 16 (sixteen) wholly-owned subsidiaries of the Company ('Transferor Companies') with DLF Limited (the 'Transferee Company'/'Company') in terms of Section 230 to 232 of the Companies Act, 2013 ('Scheme').

Pursuant to Regulation 37(6) of SEBI Listing Regulations read with SEBI Master circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023, we are enclosing herewith following documents:

- (i) copy of the Draft Scheme as **Annexure-A**; and
- (ii) extracts of the Resolution(s) passed by the Board of Directors of Transferor Companies and Transferee Company as **Annexure-B**.

This is for your kind information and record please.

Thanking you,

Yours faithfully,
For **DLF Limited**

R. P. Punjani
Company Secretary

Encl.: As above

For Stock Exchange's clarifications, please contact:-
Mr. R. P. Punjani – 09810655115/ punjani-rp@dlf.in
Ms. Nikita Rinwa – 09069293544/ rinwa-nikita@dlf.in

**SCHEME OF AMALGAMATION
OF
AARALYN BUILDERS & DEVELOPERS PRIVATE LIMITED
("Transferor Company No. 1")
AND
AFAAF BUILDERS & DEVELOPERS PRIVATE LIMITED
("Transferor Company No. 2")
AND
AKINA BUILDERS & DEVELOPERS PRIVATE LIMITED
("Transferor Company No. 3")
AND
ARLIE BUILDERS & DEVELOPERS PRIVATE LIMITED
("Transferor Company No. 4")
AND
ATHEROL BUILDERS & DEVELOPERS PRIVATE LIMITED
("Transferor Company No. 5")
AND
CADENCE REAL ESTATES PRIVATE LIMITED
("Transferor Company No. 6")
AND
DEMARCO DEVELOPERS AND CONSTRUCTIONS PRIVATE LIMITED
("Transferor Company No. 7")

DLF UNIVERSAL LIMITED
("Transferor Company No. 8")
AND
HOSHI BUILDERS & DEVELOPERS PRIVATE LIMITED
("Transferor Company No. 9")
AND
JAYANTI REAL ESTATE DEVELOPERS PRIVATE LIMITED
("Transferor Company No. 10")
AND**



MUFALLAH BUILDERS & DEVELOPERS PRIVATE LIMITED

("Transferor Company No. 11")

AND

OPHIRA BUILDERS & DEVELOPERS PRIVATE LIMITED

("Transferor Company No. 12")

AND

ORIEL REAL ESTATES PRIVATE LIMITED

("Transferor Company No. 13")

AND

SAGARDUTT BUILDERS & DEVELOPERS PRIVATE LIMITED

("Transferor Company No. 14")

AND

VAMIL BUILDERS & DEVELOPERS PRIVATE LIMITED

("Transferor Company No. 15")

AND

VERANO BUILDERS & DEVELOPERS PRIVATE LIMITED

("Transferor Company No. 16")

WITH

DLF LIMITED

("Transferee Company")

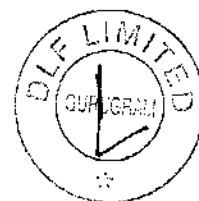
AND

THEIR RESPECTIVE SHAREHOLDERS

**UNDER SECTIONS 230-232 AND OTHER APPLICABLE PROVISIONS OF THE
COMPANIES ACT, 2013**

PREAMBLE

- A. **WHEREAS** this Scheme of Merger/Amalgamation (hereinafter referred to as "**the Scheme**" or "**this Scheme**") is presented for the Merger/Amalgamation of Aaralyn Builders & Developers Private Limited ("**Transferor Company No. 1/ Aaralyn**"), Afaaf Builders & Developers Private Limited ("**Transferor Company No. 2/ Afaaf**"), Akina Builders & Developers Private Limited ("**Transferor Company No. 3/ Akina**"), Arlie Builders & Developers Private Limited ("**Transferor Company No. 4/ Arlie**"), Atherol Builders & Developers Private Limited ("**Transferor Company No. 5/**



Atherol”), Cadence Real Estates Private Limited (“**Transferor Company No. 6/ Cadence**”), Demarco Developers and Constructions Private Limited (“**Transferor Company No. 7/ Demarco**”), DLF Universal Limited (“**Transferor Company No. 8/ DUL**”), Hoshi Builders & Developers Private Limited (“**Transferor Company No. 9/ Hoshi**”), Jayanti Real Estate Developers Private Limited (“**Transferor Company No. 10/ Jayanti**”), Mufallah Builders & Developers Private Limited (“**Transferor Company No. 11/ Mufallah**”), Ophira Builders & Developers Private Limited (“**Transferor Company No. 12/ Ophira**”), Oriel Real Estates Private Limited (“**Transferor Company No. 13/ Oriel**”), Sagardutt Builders & Developers Private Limited (“**Transferor Company No. 14/ Sagardutt**”), Vamil Builders & Developers Private Limited (“**Transferor Company No. 15/ Vamil**”) and Verano Builders & Developers Private Limited (“**Transferor Company No. 16/ Verano**”) with DLF Limited (“**Transferee Company/ DLF**”) and their respective Shareholders under Sections 230-232 of the Companies Act, 2013 (“**the Act**”) read with the relevant Rules of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force.

- B. The management of the Companies have examined the relative business strengths and the potential commercial and other synergies of the consolidated entity and accordingly, the possibility of consolidating the business under a single entity was mooted. The arrangement would result in reduction of costs, pooling of business and strategic resources, economies of scale and focused management control. The Scheme is in the interest of all the Companies and will help in modernization, growth and expansion of the businesses.
- C. The Board of Directors of all the Companies are of the opinion that the Scheme is in the interest of all the Companies involved and their respective shareholders, creditors, key managerial personnel, directors, promoters, non-promoter members, employees, debenture holders and debenture trustee(s) and all other concerned, if any and shall help these Companies to achieve and fulfil the objectives more efficiently and offer opportunities to the management of the Companies to vigorously pursue growth and expansion of business.



This Scheme shall not in any manner be prejudicial to the interests of concerned shareholders, directors, creditors, key managerial personnel, employees, vendors, debenture-holders, debenture trustees, depositors and deposit trustees, if any, stakeholders or general public at large.

- D. The Scheme provides for the Merger/ Amalgamation of Aaralyn, Afaaf, Akina, Arlie, Atherol, Cadence, Demarco, DUL, Hoshi, Jayanti, Mufallah, Ophira, Oriel, Sagardutt, Vamil and Verano with DLF. This Scheme also provides for matters connected therewith and the Scheme is broadly divided into the following sections:

- Section A:** General description of Companies and Rationale of the Scheme.
Section B: Definitions, Share Capital Structure, Financial Position, Directors and Key Managerial Personnel of the Companies
Section C: Transfer and vesting of the businesses of Transferor Companies into Transferee Company.
Section D: Accounting Treatment.
Section E: General Terms and Conditions.

SECTION-A

1. GENERAL DESCRIPTION AND RATIONALE

- 1.1 **Aaralyn Builders & Developers Private Limited (“Transferor Company No. 1/ Aaralyn”)** (CIN: U45201HR2006PTC091946) was incorporated as a Private Limited Company on 16.03.2006 under the provisions of the Companies Act, 1956. The Transferor Company No. 1 by way of Special Resolution, altered the provisions of its Memorandum of Association with respect to change of place of its Registered Office by shifting it from the State of Delhi to the State of Haryana which was confirmed by an order of Ld. Regional Director bearing the date 19.11.2020 and such alteration has been registered vide Certificate of Registration dated 31.12.2020, issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi. Presently, the Registered Office of the Transferor Company No. 1 is situated at 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana. The Permanent Account Number (PAN) of the Transferor Company No. 1 is AAFCA9052L and e-mail address of the Transferor Company No. 1 is corporateaffairs@dlf.in. The Transferor



Company No. 1 is an indirect wholly-owned subsidiary Company of Transferee Company.

The Transferor Company No. 1 is engaged in the real estate business in terms of its Memorandum of Association. The Main Objects of Transferor Company No. 1, as set-out in Clause III of the Memorandum of Association are, as follows:

- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.
- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.
- (iv) To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and lease hold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.
- (v) To construct, execute, carryout, equip, support, maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country any where in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments,

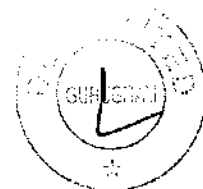


irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

1.2 Afaaf Builders & Developers Private Limited (“Transferor Company No. 2/ Afaaf”) (CIN: U45201HR2006PTC089505) was incorporated as a Private Limited Company on 16.03.2006 under the provisions of the Companies Act, 1956. The Transferor Company No. 2 by way of Special Resolution, altered the provisions of its Memorandum of Association with respect to change of place of its Registered Office by shifting it from the State of Delhi to the State of Haryana, which was confirmed by an order of Ld. Regional Director bearing the date 11.08.2020 and such alteration has been registered vide Certificate of Registration dated 21.09.2020, issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi. Presently, the Registered Office of the Transferor Company No.2 is situated at 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana. The Permanent Account Number (PAN) of the Transferor Company No. 2 is AAGCA3216R and e-mail address of the Transferor Company No. 2 is corporateaffairs@dlf.in. The Transferor Company No. 2 is a direct wholly-owned subsidiary Company of Transferee Company.

The Transferor Company No. 2 is engaged in the real estate business in terms of its Memorandum of Association. The Main Objects of Transferor Company No. 2, as set-out in Clause III of the Memorandum of Association are, as follows:

- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).



- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.
- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.
- (iv) To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.
- (v) To construct, execute, carryout, equip, support, maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

1.3 Akina Builders & Developers Private Limited (“Transferor Company No. 3/ Akina”) (CIN: U45201HR2006PTC089506) was incorporated as a Private Limited Company on 23.03.2006 under the provisions of the Companies Act, 1956. The Transferor Company No. 3 by way of Special Resolution, altered the provisions of its



Memorandum of Association with respect to change of place of its Registered Office by shifting it from the State of Delhi to the State of Haryana, which was confirmed by an order of Ld. Regional Director bearing date 31.07.2020 and such alteration has been registered vide Certificate of Registration dated 21.09.2020, issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi. Presently, the Registered Office of the Transferor Company No. 3 is situated at 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana. The Permanent Account Number (PAN) of the Transferor Company No. 3 is AAGCA3305B and e-mail address of the Transferor Company No. 3 is corporateaffairs@dlf.in. The Transferor Company No. 3 is a direct wholly-owned subsidiary Company of Transferee Company.

The Transferor Company No. 3 is engaged in the real estate business in terms of its Memorandum of Association. The Main Objects of Transferor Company No. 3, as set-out in Clause III of the Memorandum of Association are, as follows:

- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.
- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.
- (iv) To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or



otherwise with land and house property and any other immovable property whether real or personal.

- (v) To construct, execute, carryout, equip, support, maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

1.4 Arlie Builders & Developers Private Limited (“Transferor Company No. 4/ Arlie”) (CIN: U45201HR2006PTC091949) was incorporated as a Private Limited Company on 24.03.2006 under the provisions of the Companies Act, 1956. The Transferor Company No. 4 by way of Special Resolution, altered the provisions of its Memorandum of Association with respect to change of place of its Registered Office by shifting it from the State of Delhi to the State of Haryana, which was confirmed by the order of Ld. Regional Director bearing the date 19.11.2020 and such alteration has been registered vide Certificate of Registration dated 31.12.2020, issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi. Presently, the Registered Office of the Transferor Company No. 4 is situated at 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana. The Permanent Account Number (PAN) of the Transferor Company No. 4 is AAFCA9051K and e-mail address of the Transferor Company No. 4 is corporateaffairs@dlf.in. The Transferor Company No. 4 is a direct wholly-owned subsidiary Company of Transferee Company. The Transferor Company No. 4 is engaged in the real estate business in terms of its Memorandum of Association. The Main Objects of Transferor Company No.4, as set-out in Clause III of the Memorandum of Association are, as follows:



- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.
- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.
- (iv) To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.
- (v) To construct, execute, carryout, equip, support, maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and



conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

1.5 Atherol Builders & Developers Private Limited (“Transferor Company No. 5/ Atherol”) (CIN: U45400HR2007PTC089790) was incorporated as a Private Limited Company on 02.07.2007 under the provisions of the Companies Act, 1956. The Transferor Company No. 5 by way of Special Resolution, altered the provisions of its Memorandum of Association with respect to change of place of its Registered Office by shifting it from the State of Delhi to the State of Haryana, which was confirmed by an order of Ld. Regional Director bearing the date 25.08.2020 and such alteration has been registered vide Certificate of Registration dated 01.10.2020, issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi. Presently, the Registered Office of the Transferor Company No. 5 is situated at 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana. The Permanent Account Number (PAN) of the Transferor Company No. 5 is AAGCA8936L and e-mail address of the Transferor Company No. 5 is corporateaffairs@dlf.in. The Transferor Company No. 5 is a direct wholly-owned subsidiary Company of Transferee Company. The Transferor Company No. 5 is engaged in the real estate business in terms of its Memorandum of Association. The Main Objects of Transferor Company No. 5, as set-out in Clause III of the Memorandum of Association are, as follows:

- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building /constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.



- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.
- (iv) To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.
- (v) To construct, execute, carryout, equip, support, maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

1.6 Cadence Real Estates Private Limited (“Transferor Company No. 6/ Cadence”) (CIN: U45201HR2006PTC091311) was incorporated as a Private Limited Company on 24.03.2006 under the provisions of the Companies Act, 1956. The Transferor Company No. 6 by way of Special Resolution, altered the provisions of its Memorandum of Association with respect to change of place of its Registered Office by shifting it from the State of Delhi to the State of Haryana, which was confirmed by an order of Ld. Regional Director bearing the date 19.10.2020 and such alteration has been registered vide Certificate of Registration dated 03.12.2020, issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi. Presently, the Registered Office of the Transferor Company No. 6 is situated at 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana. The Permanent Account Number (PAN) of the Transferor Company No. 6 is AACCC8933B



and e-mail address of the Transferor Company No. 6 is corporateaffairs@dlf.in. The Transferor Company No. 6 is an indirect wholly-owned subsidiary Company of Transferee Company.

The Transferor Company No. 6 is engaged in the business of real estate and other related activities in terms of its Memorandum of Association. The Main Objects of Transferor Company No. 6, as set-out in Clause III of the Memorandum of Association are, as follows:

- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building / constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.
- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.
- (iv) To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.
- (v) To construct, execute, carryout, equip, support, maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in



this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

1.7 Demarco Developers and Constructions Private Limited (“Transferor Company No. 7/ Demarco”) (CIN: U45400HR2007PTC036803) was incorporated as a Private Limited Company on 25.04.2007 under the provisions of the Companies Act, 1956. Presently, the Registered Office of the Transferor Company No. 7 is situated at Gateway Tower, R Block, DLF City, Phase-III, Gurugram - 122002, Haryana. The Permanent Account Number (PAN) of the Transferor Company No. 7 is AACCD8832E and email address of the Transferor Company No. 7 is corporateaffairs@dlf.in. The Transferor Company No. 7 is a direct wholly-owned subsidiary Company of Transferee Company.

The Transferor Company No. 7 is engaged in the real estate business in terms of its Memorandum of Association. The Main Objects of Transferor Company No. 7, as set-out in Clause III of the Memorandum of Association are, as follows:

- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or



sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.

- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.
- (iv) To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.
- (v) To construct, execute, carryout, equip, support, maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbors, Piers, wharves, canals, serial runways and hangers, airports, IP parks, software technology parks, special economic zones, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

1.8 DLF Universal Limited (“Transferor Company No. 8/ DUL”) (CIN: U55100HR1980PLC034800) was originally incorporated on November 26, 1980 under the name and style of Yatayat Investments Limited, under the provisions of the Companies Act, 1956. Thereafter, the name of the Company was changed to Eastern Yatayat Limited and a Fresh Certificate of Incorporation was issued by the Registrar of Companies (ROC), West Bengal on 01.02.1985. The name of the Company was further changed to Western Yatayat Limited and a Fresh Certificate of Incorporation was issued by Addl. Registrar of Companies, Maharashtra on 03.02.1989. The name of the Company



was further changed to Jai Yatayat Limited and a Fresh Certificate of Incorporation was issued by the Registrar of Companies (ROC), Maharashtra on 08.08.1995. Subsequently, the place of Registered Office of the Company was changed from the State of Maharashtra to the State of Haryana vide Certificate of Registration, issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi on 28.12.2001. Thereafter, name of the Company was further changed to DLF Retail Developers Limited and a Fresh Certificate of Incorporation was issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi on 19.01.2005. Further, the name of the Company was changed to its present name DLF Universal Limited and a Fresh Certificate of Incorporation was issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi on 23.07.2010. Presently, the Registered Office of the Transferor Company No. 8 is situated at Shopping Mall, 3rd Floor, Arjun Marg, DLF City, Phase-I, Gurugram-122002, Haryana. The Permanent Account Number (PAN) of the Transferor Company No. 8 is AAACJ1655P and email address of the Transferor Company No. 8 is corporateaffairs@dlf.in. The Transferor Company No. 8 is a direct wholly-owned subsidiary Company of Transferee Company.

The Transferor Company No. 8 is engaged in the real estate business in terms of its Memorandum of Association. The Main Objects of Transferor Company No. 8, as set-out in Clause III of the Memorandum of Association are, as follows:

- (i) To develop, construct, acquire, operate, maintain, manage, promote, own, procure, utilize or initiate and to sell or purchase or give on rent, exchange retail spaces, retail areas, retail outlets, retail properties, retail projects, shopping malls, shopping centers, multiplex entertainment complexes, cinema halls, shops, showrooms and development of spaces of any kind, cinemas with multiple screens including three dimensional and seat simulators to individuals, firms, partnerships, companies, body corporates in India or abroad.
- (ii) To establish, develop, own or take on lease, manage, develop and/or run, operate one or more retail spaces, retail areas, retail outlets, shopping malls, shopping centers, Multiplexes, Cinema Halls, entertainment complexes and carry on all other activities related to or connected with incidental to or usually combined with development, operation, maintenance and running of multiplexes and entertainment complexes, cinemas etc.



- (iii) To develop, construct, acquire, operate, maintain, manage, promote, own, procure, utilize and to sell or purchase retail spaces, retail areas, retail outlets, retail properties, retail projects, shopping malls, shopping centers, office spaces, shops, entertainment centres, multiplexes, commercial spaces of any kind, showrooms, flats, bungalows, apartments, plotted area, residential complexes or otherwise acquire, take on lease or in exchange, hire or otherwise acquire an interest in any movable or immovable property including retail spaces, retail areas, retail outlets, retail properties, retail projects, shopping malls, multiplexes, entertainment centres, residential, commercial or lands, plots, buildings, houses, apartments, flats or areas, retail properties within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots to the people for building houses, bungalows, business premises and to build, construct residential houses, apartments, flats and business premises and colonies and rent or sell the same to the public, provide after-sale service and realise cost in lump sum or easy installments or by hire purchase system.
- (iv) To purchase or otherwise acquire, any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon retail spaces, retail areas, retail outlets, retail properties, retail projects, shopping malls, multiplexes, entertainment centres, commercial spaces, cinema halls, residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s) and to purchase, sell and otherwise to carry on the following businesses viz., of builders, construction contractors, engineers, estate agents, maintenance agency / provider, decorators, surveyors, merchants and dealers in stone, sand, cement, bricks, timber, iron and steel, hardware and other building requisites, bricks and tiles and terra cotta makers, job makers, carriers, house and estate agents and the like.
- (v) To maintain, operate, manage develop, market, franchise and carry on the business of all types of leisure, hospitality and recreational and community facilities including hotels, heritage hotels, golf course, motels, restaurants, café, tourist resorts, holiday camps, guest houses, canteen, cafes, tavern beer house, pubs, bars,



clubs, inns, refreshment rooms and lodging apartment/houses, night clubs, licensed wine and liquor merchants, proprietors and managers of pleasure and places of amusement, recreation, sports, casino, swimming pools, gymnasium, health club in India and entertainment of all kinds.

- (vi) To carry on the business of setting up and developing clubs, hotels, hospitality, service rooms, community centres, recreational facilities, leisure and sports, games activities, beauty salons, convention rooms/halls, meeting rooms, performance rooms, entertainment rooms, work rooms/ offices, business centres, spas on various pieces of land, to start and carry on the business of running, operating clubs, recreational centres and providing recreational, leisure and community facilities, tea rooms, coffee shops/homes/bars and to train chefs, cooks, bearers, other staff for hotel industry to provide technical, educational, management and marketing services to hotels, resorts, restaurants, inns, guest houses, and to purchase, take on lease or hire, erect or otherwise acquire, establish, promote and equip, hotel, motel, clubs, guest houses, collaborators of any other hotels, holiday camp, canteen, cafes and pubs, business of supplying necessities, business centres, spas on various pieces of land and to start and carry on the business of running clubs and providing recreational, leisure and community facilities.

1.9 Hoshi Builders & Developers Private Limited (“Transferor Company No. 9/ Hoshi”) (CIN: U45200HR2006PTC089905) was incorporated as a Private Limited Company on 21.11.2006 under the provisions of the Companies Act, 1956. The Transferor Company No. 9 by way of Special Resolution, altered the provisions of its Memorandum of Association with respect to change of place of its Registered Office by shifting it from the State of Delhi to the State of Haryana, which was confirmed by an order of Ld. Regional Director bearing the date 11.08.2020 and such alteration has been registered vide Certificate of Registration dated 07.10.2020, issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi. Presently, the Registered Office of the Transferor Company No. 9 is situated at 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana. The Permanent Account Number (PAN) of the Transferor Company No. 9 is AABCH8041A and e-mail address of the Transferor Company No. 9 is corporateaffairs@dlf.in. The Transferor Company No. 9 is a direct wholly-owned-subsiidiary Company of Transferee Company .



The Transferor Company No. 9 is engaged in the business of real estate and other related activities in terms of its Memorandum of Association. The Main Objects of Transferor Company No. 9, as set-out in Clause III of the Memorandum of Association are, as follows:

- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.
- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.
- (iv) To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.
- (v) To construct, execute, carryout, equip, support, maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country any where in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public



or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

1.10 Jayanti Real Estate Developers Private Limited (“Transferor Company No. 10/ Jayanti”) (CIN: U45201HR2005PTC091315) was incorporated as a Private Limited Company on 23.08.2005 under the provisions of the Companies Act, 1956. The Transferor Company No. 10 by way of Special Resolution, altered the provisions of its Memorandum of Association with respect to change of place of its Registered Office by shifting it from the State of Delhi to the State of Haryana, which was confirmed by an order of Ld. Regional Director bearing the date 29.10.2020 and such alteration has been registered vide Certificate of Registration dated 03.12.2020, issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi. Presently, the Registered Office of the Transferor Company No. 10 is situated at 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana. The Permanent Account Number (PAN) of the Transferor Company No. 10 is AABCJ6160G and e-mail address of the Transferor Company No. 10 is corporateaffairs@dlf.in. The Transferor Company No. 10 is an indirect wholly-owned subsidiary Company of Transferee Company.

The Transferor Company No. 10 is engaged in the business of real estate and other related activities in terms of its Memorandum of Association. The Main Objects of Transferor Company No. 10, as set-out in Clause III of the Memorandum of Association are, as follows:

- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).



- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building / constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.
- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.
- (iv) To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.
- (v) To construct, execute, carryout, equip, support, maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

1.11 Mufallah Builders & Developers Private Limited (“Transferor Company No. 11/ Mufallah”) (CIN: U45201HR2006PTC091958) was incorporated as a Private Limited Company on 10.03.2006 under the provisions of the Companies Act, 1956. The Transferor Company No. 11 by way of Special Resolution, altered the provisions of its Memorandum of Association with respect to change of place of its Registered Office



by shifting it from the State of Delhi to the State of Haryana, which was confirmed by an order of Ld. Regional Director bearing the date 24.11.2020 and such alteration has been registered vide Certificate of Registration dated 01.01.2021, issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi. Presently, the Registered Office of the Transferor Company No. 11 is situated at 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana. The Permanent Account Number (PAN) of the Transferor Company No. 11 is AAECM6841L and e-mail address of the Transferor Company No. 11 is corporateaffairs@dlf.in. The Transferor Company No. 11 is a direct wholly-owned-subsidary Company of Transferee Company.

The Transferor Company No. 11 is engaged in the business of real estate and other related activities in terms of its Memorandum of Association. The Main Objects of Transferor Company No. 11, as set-out in Clause III of the Memorandum of Association are, as follows:

- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.
- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.
- (iv) To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or



otherwise with land and house property and any other immovable property whether real or personal.

- (v) To construct, execute, carryout, equip, support, maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country any where in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

1.12 Ophira Builders & Developers Private Limited (“Transferor Company No. 12/ Ophira”) (CIN: U45200HR2006PTC091961) was incorporated as a Private Limited Company on 01.12.2006 under the provisions of the Companies Act, 1956. The Transferor Company No. 12 by way of Special Resolution, altered the provisions of its Memorandum of Association with respect to change of place of its Registered Office by shifting it from the State of Delhi to the State of Haryana, which was confirmed by an order of Ld. Regional Director bearing the date 25.11.2020 and such alteration has been registered vide Certificate of Registration dated 01.01.2021, issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi. Presently, the Registered Office of the Transferor Company No. 12 is situated at 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana. The Permanent Account Number (PAN) of the Transferor Company No. 12 is AAACO9279N and e-mail address of the Transferor Company No. 12 is corporateaffairs@dlf.in. The Transferor Company No. 12 is a direct wholly-owned subsidiary Company of Transferee Company.

The Transferor Company No. 12 is engaged in the business of real estate and other related activities in terms of its Memorandum of Association. The Main Objects of



Transferor Company No. 12, as set-out in Clause III of the Memorandum of Association are, as follows:

- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.
- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.
- (iv) To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.
- (v) To construct, execute, carryout, equip, support, maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts,



decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

1.13 Oriel Real Estates Private Limited (“Transferor Company No. 13/ Oriel”) (CIN: U70101HR2014PTC107211) was incorporated as a Private Limited Company on 27.06.2014 under the provisions of the Companies Act, 2013. The Transferor Company No. 13 by way of Special Resolution, altered the provisions of its Memorandum of Association with respect to change of place of its Registered Office by shifting it from the State of Delhi to the State of Haryana, which was confirmed by an order of Ld. Regional Director bearing the date 25.08.2022 and such alteration has been registered vide Certificate of Registration dated 14.10.2022, issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi. Presently, the Registered Office of the Transferor Company No. 13 is situated at 2nd Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram-122002, Haryana. The Permanent Account Number (PAN) of the Transferor Company No. 13 is AACCO0148E and email address of the Transferor Company No. 13 is corporateaffairs@dlf.in. The Transferor Company No. 13 is a direct wholly-owned subsidiary Company of Transferee Company.

The Transferor Company No. 13 is engaged in the business of real estate and other related activities in terms of its Memorandum of Association. The Main Objects of Transferor Company No. 13, as set-out in Clause III of the Memorandum of Association are, as follows:

- (i) To carry on the business of construction of apartments, flats, shops, kothis, hotels, restaurants, pub, cinema halls, multiplex complexes, malls, hospitals and nursing home's buildings, canals, reservoirs, mills and offices, huts tenements, warehouses, cold storages buildings, industrial sheds, hydel projects, power houses, tunnels, culverts, channels, sewage, roads, bridges and dams and to act as an agent for purchasing, selling and letting on hire, plot and houses.
- (ii) To engage in construction, such as civil, mechanical, electrical, and all other types of erection, commissioning projects, project trading, as well act as consultant for execution of project on turnkey basis for equipments of industrial, industrial setup, domestic and other purposes and marketing of allied materials and to carry on the business of developers, promoters, builders, consultants, civil engineers,



surveyors, designers, town planners, colonizers of estates, farm lands and residential buildings, estimators, interior and exterior decorators, general and government civil contractors of immovable properties, all types of structural and piling engineering work.

- (iii) To buy, purchase, or otherwise acquire an interest in any immovable property such as houses, building, market, shops, industrial sheds & plots, within or outside the limits of municipal corporation or such other local bodies and to provide roads, drains, water supply, electricity and light within these areas, to divide the same into suitable plots and rent or sell the plots to the people for building , houses, bungalows & colonies for workmen according to schemes approved by improvement trusts, development boards and municipal boards thereon and to rent or sell the same to the public and realize cost in lumpsum or otherwise to start any housing scheme in India or abroad.
- (iv) To carry on the business of immovable property and its consultants and to give on rent, sale and purchase, designing and construction of residential houses, commercial building flats and factory's sheds and building in or outside of India and to act as builders, colonizers and civil and constructional contractors and purchase, hire or otherwise sell and mortgage any estates, building, basements or such other interest in any immovable property and to develop and turn to account by laying out, plotting and preparing the same for building purposes, constructing building, multistoried building and altering, pulling down, decorating, maintaining, furnishing, fitting up and improving building and by paying, draining and letting building on lease and on rent.
- (v) To develop the plot for house by providing roads & other facilities such as water supply and sale the same and to erect and construct farm houses building or work, civil and constructional of every description on any land of the company or upon any other such lands or immovable property and to pull down rebuild, enlarge, alter and improve such land into road, highway, streets, squares and such other convenience related thereto and deal with and improve the immovable property of the company or any other immovable property and to construct, maintain, erect and lay out roads, highways, sewers, drains, electric line, cables and gas lines, in over and under the estate of any other company or person or body-corporate.



1.14 Sagardutt Builders & Developers Private Limited (“Transferor Company No. 14/ Sagardutt”) (CIN: U45201HR2006PTC091320) was incorporated as a Private Limited Company on 31.03.2006 under the provisions of the Companies Act, 1956. The Transferor Company No. 14 by way of Special Resolution, altered the provisions of its Memorandum of Association with respect to change of place of its Registered Office by shifting it from the State of Delhi to the State of Haryana, which was confirmed by an order of Ld. Regional Director bearing the date 15.10.2020 and such alteration has been registered vide Certificate of Registration dated 03.12.2020, issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi. Presently, the Registered Office of the Transferor Company No. 14 is situated at 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana. The Permanent Account Number (PAN) of the Transferor Company No. 14 is AAKCS9144E and email address of the Transferor Company No. 14 is corporateaffairs@dlf.in. The Transferor Company No. 14 is a direct wholly-owned subsidiary Company of Transferee Company.

The Transferor Company No. 14 is engaged in the business of real estate and other related activities in terms of its Memorandum of Association. The Main Objects of Transferor Company No. 14, as set-out in Clause III of the Memorandum of Association are, as follows:

- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.



- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.
- (iv) To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.
- (v) To construct, execute, carryout, equip, support, maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

1.15 Vamil Builders & Developers Private Limited (“Transferor Company No. 15/ Vamil”) (CIN: U45201HR2006PTC092046) was incorporated as a Private Limited Company on 31.03.2006 under the provisions of the Companies Act, 1956. The Transferor Company No. 15 by way of Special Resolution, altered the provisions of its Memorandum of Association with respect to change of place of its Registered Office by shifting it from the State of Delhi to the State of Haryana, which was confirmed by an order of Ld. Regional Director bearing the date 10.12.2020 and such alteration has been registered vide Certificate of Registration dated 07.01.2021, issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi. Presently, the Registered Office of the Transferor Company No. 15 is situated at 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana. The Permanent Account Number (PAN) of the Transferor Company No. 15 is AACCV3147Q and email address of the Transferor Company No. 15 is



corporateaffairs@dlf.in. The Transferor Company No. 15 is a direct wholly-owned subsidiary Company of Transferee Company.

The Transferor Company No. 15 is engaged in the business of real estate and other related activities in terms of its Memorandum of Association. The Main Objects of Transferor Company No. 15, as set-out in Clause III of the Memorandum of Association are, as follows:

- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building / constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.
- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.
- (iv) To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.
- (v) To construct, execute, carryout, equip, support, maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses,



markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

1.16 Verano Builders & Developers Private Limited (“Transferor Company No. 16/ Verano”) (CIN: U70101HR2007PTC091412) was incorporated as a Private Limited Company on 02.02.2007 under the provisions of the Companies Act, 1956. The Transferor Company No. 16 by way of Special Resolution, altered the provisions of its Memorandum of Association with respect to change of place of its Registered Office by shifting it from the State of Delhi to the State of Haryana, which was confirmed by an order of Ld. Regional Director bearing the date 25.11.2020 and such alteration has been registered vide Certificate of Registration dated 07.12.2020, issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi. Presently, the Registered Office of the Transferor Company No. 16 is situated at 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana. The Permanent Account Number (PAN) of the Transferor Company No. 16 is AACCV4337Q and e-mail address of the Transferor Company No. 16 is corporateaffairs@dlf.in. The Transferor Company No. 16 is a direct wholly-owned subsidiary Company of Transferee Company.

The Transferor Company No. 16 is engaged in the business of real estate and other related activities in terms of its Memorandum of Association. The Main Objects of Transferor Company No. 16, as set-out in Clause III of the Memorandum of Association are, as follows:

- (i) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).



- (ii) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.
- (iii) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.
- (iv) To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.
- (v) To construct, execute, carryout, equip, support, maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

1.17 DLF Limited (“Transferee Company/DLF”) (CIN: L70101HR1963PLC002484) is a public listed Company, which was originally incorporated on 4th July, 1963 under the name and style of American Universal Electric (India) Limited under the provisions of the Companies Act, 1956. Thereafter, the name of the Transferee



Company was changed to DLF Universal Electric Limited and a Fresh Certificate of Incorporation was issued by the Registrar of Companies (ROC), NCT of Delhi & Haryana, New Delhi on June 18, 1980. Further, the name of the Transferee Company was again changed to DLF Universal Limited and a Fresh Certificate of Incorporation was issued by the ROC, NCT of Delhi & Haryana, New Delhi on May 28, 1981. Thereafter, the name of the Company was once again changed to its present name DLF Limited and a Fresh Certificate of Incorporation was issued by the ROC, NCT of Delhi & Haryana, New Delhi on May 27, 2006. Presently, the Registered Office of the Transferee Company is situated at Shopping Mall, 3rd Floor, Arjun Marg, Phase-I, DLF City, Gurugram-122002, Haryana. The Permanent Account Number (PAN) of the Transferee Company is AAACD3494N and e-mail address of the Transferee Company is corporateaffairs@dlf.in.

The Transferee Company is engaged in the business of real estate and other related activities in terms of its Memorandum of Association. The Main Objects of Transferee Company as set-out in Clause III of the Memorandum of Association are, as follows:

- (i) To carry on business as proprietors, developers, Builders, Managers, Operators, hirers and dealers of all kinds of immovable properties, including but not limited to that of lands, buildings, farms, cinemas, hotels and cold stores and to carry on all incidental or allied activities and business as are usually carried on by Proprietors, Builders, Managers, Operators, Hirers and Dealers etc. of such properties and to carry on business as hirers of machinery.
- (ii) To acquire from any person, firm or body corporate or unincorporate whether in India or elsewhere, technical information, know how, processes, engineering, manufacturing and operating data plans, layout and blueprints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant or licences and other rights and benefits in the foregoing matters and things.
- (iii) To carry on any trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of, or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's



business or to increase the value of any of the Company's assets, property or grants.

- (iv) To sell, lease, rent, grant licenses, easements and other rights over and in any other manner, deal with or dispose of the undertaking, property, assets, rights and effects of the Company, or any part thereof for such consideration the Company may think fit.
- (v) To erect, build, construct, alter, equip, maintain or replace and to manage buildings, factories, sheds, offices, warehouses, workshops, stores, dwellings, milks, shops, roads, tanks, waterworks and other works and conveniences which may seem necessary for the purpose of the Company.
- (vi) To enter into any partnership or arrangement in the nature of a partnership, corporation or union of interests with any person or persons or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit, whether direct or indirect.
- (vii) To amalgamate with any other company or companies.
- (viii) To conceive, design, develop, set up and maintain an integrated techno township, technology parks, software parks, cybercity and to carry on business of all related services and allied activities relating thereto.
- (ix) To carry on the business of colonisers, developers of modern multi-dimensional residential township, commercial complexes, and providers of hi-tech infrastructural facilities, telecommunication facilities including but not limited to optical fibre telephone exchanges, earth- stations, bandwidth data communication facilities, power, roads, water and drainage systems.
- (x) To purchase or otherwise acquire, take on lease or in exchange, hire or otherwise acquire, an interest in any movable or immovable property including industrial, commercial, residential, agricultural or farm lands, plots, building, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within India, to divide the same into suitable plots, and to build residential houses and business premises and



colonies and rent or sell the same to the public and realize consideration thereof in lump sum or easy installments or by hire purchase system or otherwise.

- 1.18** The Transferor Company Nos. 1 to 16 are not listed on any Stock Exchange. The equity shares of the Transferee Company are listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).
- 1.19** That no investigation or proceedings under Sections 206 to 229 of the Companies Act, 2013 or under Sections 235 to 251 of the erstwhile Companies Act, 1956 are pending against any of the Companies involved in the present Scheme of Amalgamation.
- 1.20** That relevant Clause(s) of the Memorandum of Association of the Transferor Company(ies) and Transferee Company which permits and authorizes the amalgamation of the Transferor Company(ies) with the Transferee Company are given hereunder:

Transferor Company No.1	Clause III (B) (8)
Transferor Company No.2	Clause III (B) (8)
Transferor Company No.3	Clause III (B) (8)
Transferor Company No.4	Clause III (B) (8)
Transferor Company No.5	Clause III (B) (8)
Transferor Company No.6	Clause III (B) (8)
Transferor Company No.7	Clause III (B) (8)
Transferor Company No.8	Clause III (B) (8)
Transferor Company No.9	Clause III (B) (8)
Transferor Company No.10	Clause III (B) (8)
Transferor Company No.11	Clause III (B) (8)
Transferor Company No.12	Clause III (B) (8)
Transferor Company No.13	Clause III (B) (7)
Transferor Company No.14	Clause III (B) (8)
Transferor Company No.15	Clause III (B) (8)
Transferor Company No.16	Clause III (B) (8)
Transferee Company	Clause III (30)



RATIONALE OF THE SCHEME

- 1.21** The Scheme provides for the amalgamation of the Transferor Companies with the Transferee Company, in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Act or any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force, read with the relevant Rules, as amended from time to time and other applicable provisions, if any, of the Act and any other Applicable Laws for the time being in force.
- 1.22** In order to facilitate focused management and efficient utilisation of assets and resources of the Transferor Companies, it has been decided by the Board of Directors of the Transferor Companies and the Transferee Company that it would be in the interest of each of the Transferor Companies, Transferee Company and their respective stakeholders to take appropriate steps to effect amalgamation of the Transferor Company Nos. 1 to 16 into and with the Transferee Company. The amalgamation of the Transferor Companies with the Transferee Company would, *inter-alia*, have the following benefits:
- (i) The Amalgamation will result into consolidation of the business of the Transferor Companies with the Transferee Company with greater integration and greater financial strength and flexibility for the amalgamated entity and will improve the competitive position of the combined entity.
 - (ii) The Amalgamation will result in better, efficient and economical management, cost savings, pooling of resources, reduction of corporate tiers, creating better synergy, optimum utilization of resources, rationalization of administrative expenses/services, control and running of businesses and further development and growth of the business of all the Companies.
 - (iii) The Amalgamation will enable the Companies to pool their financial, commercial and other resources and considerable synergy of operations would be achieved from business and administrative point of view and conserve administrative resources and cost overheads.
 - (iv) The Transferee Company will have better financial and business prospects. The Scheme would be beneficial to and in the best interest of the shareholders, creditors



and all other concerned stakeholders of the Transferor Companies and the Transferee Company.

- (v) 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.
- (vi) The amalgamation will enable the companies to achieve optimal capital structure and achieve efficiency in terms of operations of the merged entity under the combined entity.

SECTION-B

DEFINITIONS AND SHARE CAPITAL

2.1 DEFINITIONS

In this Scheme, unless repugnant to the context or meaning thereof, the following expressions shall have the following meanings:

- (a) “**Act**” or “**the Act**” means the Companies Act, 2013 and the rules, regulations, notifications made thereunder including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force and also means and refers to corresponding and enforceable Sections of the erstwhile Companies Act, 1956 and the rules and regulations made thereunder to the extent applicable;
- (b) “**Applicable Law(s)**” or “**Laws**” means (i) all applicable statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines or policies of India; and (ii) administrative interpretation, writ, injunction, directions, directives, judgments, arbitral awards, decrees, orders or approvals of, or agreements with any Governmental Authority;
- (c) “**Appointed Date**” means the **1st day of April 2024** or such other appointed date, as may be approved by the Hon’ble National Company Law Tribunal (NCLT) or the Hon’ble National Company Law Appellate Tribunal (NCLAT) or any other competent Court(s), judicial or quasi-judicial authority(ies) or any other competent authority(ies) having jurisdiction and powers to sanction the Scheme, as the case may be;



- (d) **“Board of Directors”** or **“Board”** means the respective Board of Directors of the Transferor Company Nos.1 to 16 and the Transferee Company, as the case may be and include any Committee(s) of the Board or any person or persons authorized by the Board of Directors of the respective Companies;
- (e) **“Capital Reserve”** means a reserve arising in the books of the Transferee Company, pursuant to the Scheme and will not constitute a reserve created by the Transferee Company and subject to the provisions of the Act, will be a free reserve available for all the purposes including issue of bonus shares and buy-back of securities;
- (f) **“Central Government”** for the purpose of the present Scheme means and includes, but not limited to, the concerned Regional Director for the Northern Region, as appointed by the Central Government or such other authority(ies) to whom powers under Sections 230 to 232 of the Act may be delegated from time to time;
- (g) **“IT Act”** means the Income-tax Act, 1961 and any other statutory amendment(s), modification(s), restatement(s) or re-enactment(s) thereof, from time to time and to the extent in force;
- (h) **“Law”** or **“Applicable Laws”** includes all applicable statutes, enactments, acts of legislature or Parliament, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, circulars, directives and orders of any Government, statutory authority, Tribunal, board, court of India or any other country or jurisdiction as applicable;
- (i) **“National Company Law Tribunal”** or **“NCLT”** or **“The Tribunal”** means the Hon’ble National Company Law Tribunal at Chandigarh or any other relevant bench of the Hon’ble National Company Law Tribunal constituted under Section 408 read with Section 419 of the Act, having jurisdiction over the companies to sanction the Scheme, as and when the context may require;
- (j) **“National Company Law Appellate Tribunal”** or **“NCLAT”** or **“The Appellate Tribunal”** means the Hon’ble National Company Law Appellate Tribunal at New Delhi or any other relevant bench of the Hon’ble National Company Law Appellate Tribunal, constituted under Section 410 of the Act, as and when the context may require;



- (k) **“ROC” or “Registrar of Companies”** means the Registrar of Companies, NCT of Delhi and Haryana at New Delhi, having jurisdiction over both the Transferor Companies and the Transferee Company;
- (l) **“Rules”** means the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 or any other statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force;
- (m) **“Effective Date”** means the later of the dates on which certified copy of the order of the Hon’ble NCLT, sanctioning the Scheme is filed with the ROC by the Transferor Company(ies) and the Transferee Company, as required under the provisions of the Act. Any references in the Scheme to **“upon the Scheme becoming effective”** or **“coming into effect of the Scheme”** or the **“Scheme becoming effective”** or **“Scheme becomes effective”** or **“effectiveness of the Scheme”** or likewise, means and refers to the Effective Date;
- (n) **“Governmental Authority(ies)”** means any Government or regulatory agency, court, judicial or quasi-judicial authority, instrumentality or authority or any entity or body, exercising executive, administrative, legislative, taxing, judicial, quasi-judicial or regulatory (including anti-trust) functions in any jurisdiction (within or outside India);
- (o) **“Liability(ies)”** means liabilities of every kind, nature and description including contingent liabilities, whether past, present or future, including, but not limited to, statutory liabilities, contractual liabilities, duties, obligations, guarantees and those arising out of the proceedings of any nature;
- (p) **“Accounting Standards”** means the applicable accounting standards in force in India from time to time, consistently applied during the relevant period, including the generally accepted accounting principles and standards, Indian Accounting Standards (Ind AS) and all pronouncements including the guidance notes and other authoritative statements of the Institute of Chartered Accountants of India and clarification issued by the Ind AS Transition Facilitation Group (‘ITFG’);
- (q) **“Asset(s)”** means all the assets of any nature including all the properties and assets, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent, deposits, investments of all kinds, all cash balances with the banks, loans, advances, contingent rights or benefits,



receivables, cheques and other negotiable instruments (including post-dated cheques), claims from customers, deposits with any Person or the Governmental Authorities, benefit of assets or properties, other benefits, all tax credits, including in respect of income tax, prepaid taxes i.e. tax deducted at source (TDS), advance tax and self-assessment tax, goods and services tax (GST), bank and cash balances, security deposit refunds, outstanding balances, stocks/ investments, provisions, funds, benefits of all agreements, all records, files, papers, computer programs, manuals, data, plant and machinery, if any, vehicles, office equipment, telephone, facsimile and other communication facilities and equipment, electricals, appliances and all books, records, files and papers, whether in physical or electronic form;

- (r) **“RBI”** means the Reserve Bank of India;
- (s) **“Rules”** means the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, or any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force;
- (t) **“SEBI”** means the Securities and Exchange Board of India;
- (u) **“SEBI Circular”** means the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, issued by SEBI, including any amendment(s) or modification(s) thereto;
- (v) **“SEBI Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- (w) **“Stock Exchanges”** means the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE), where the equity shares of the Transferee Company are currently listed;
- (x) **“Amalgamated/ Merged Undertaking and/or Undertaking(s)”** shall mean and include the whole of the businesses and undertakings of Transferor Company No. 1/Aaralyn, Transferor Company No. 2/ Afaaf, Transferor Company No. 3/ Akina, Transferor Company No. 4/ Arlie, Transferor Company No. 5/ Atherol, Transferor Company No.6/ Cadence, Transferor Company No. 7/ Demarco, Transferor Company No. 8/ DUL, Transferor Company No. 9/ Hoshi, Transferor Company No. 10/ Jayanti, Transferor Company No. 11/ Mufallah, Transferor Company No. 12/ Ophira,



Transferor Company No. 13/ Oriel, Transferor Company No. 14/ Sagardutt, Transferor Company No. 15/ Vamil and Transferor Company No. 16/ Verano on a going concern basis, being carried on by the Transferor Company Nos. 1 to 16 as on the Appointed Date, which are being amalgamated and merged with the Transferee Company and shall include (without limitation):

- (i) All the properties and assets, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent, deposits, investments of all kinds (including shares, scrips, stocks, bonds, debentures, debenture stock, units or pass through certificates), all cash balances with the banks, money at call and short notice, loans, advances, contingent rights or benefits, lease and hire purchase contracts and assets, receivables, cheques and other negotiable instruments (including post-dated cheques), benefit of assets or properties or other interest held in trust, in partnership firms, benefit of any security arrangements, authorities, allotments, approvals, buildings and structures, office, residential and other premises, tenancies, leases, licenses, development licenses, rights arising out of contracts, Power of Attorney(ies) (PoAs), fixed and other assets, powers, consents, authorities, registrations, agreements, development agreements, contracts, engagements, arrangements of all kinds, rights, titles, interests, benefits, leasehold rights, other benefits (including tax benefits), tax holiday benefits, tax incentives & exemptions (including but not limited to tax credits), Minimum Alternate Tax Credit entitlement (“MAT Credit”), tax losses (if available under law), advance tax payments under Income-tax Act, 1961, easements, privileges, liberties, grants and advantages of whatsoever nature including pending projects wheresoever situated belonging to and / or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by all the above mentioned Transferor Company Nos. 1 to 16, including but not limited to licenses in respect thereof, privileges, liberties, concessions in terms of duties, taxes, subsidies, incentives, as may be available to all the above mentioned Transferor Company Nos. 1 to 16 or in relation to any movable or immovable assets of all the above mentioned Transferor Company Nos. 1 to 16, including easements, advantages, benefits, rights, grants and exemptions granted under any law, or other enactments, leases, tenancy



rights, ownership flats, quota rights, permits, approvals, authorizations, rights to use and avail of telephones, telex, facsimile, e-mail, web-connections, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, banks and cash balances, security deposit refunds, outstanding balances, stocks / investments, provisions, funds, benefits of all agreements, sales/ purchase orders, licenses granted by the Directorate of Town and Country Planning (DTCP) or any other authorities, all records, files, papers, computer programs, manuals, data, catalogues, sales and advertising materials, lists and other details of present and former customers and suppliers, customers credit information, customers and suppliers pricing information and other records in connection with or relating to the above mentioned Transferor Company Nos. 1 to 16 and all other interests including those arising to all the above mentioned Transferor Company Nos. 1 to 16 and including but without being limited to land and building, all fixed and movable plants and machinery, construction equipment, leasehold or freehold, tangible or intangible assets, computers and accessories, software and related data, leasehold improvements, plants and machinery, offices, capital work-in-progress, vehicles, furniture, fixtures, fittings, office equipment, telephone, facsimile and other communication facilities and equipment, electricals, appliances, accessories, deferred tax assets and investments; (hereinafter referred to as **“the said assets”**);

- (ii) All the debts, liabilities, duties and obligations present and future of the above mentioned Transferor Company Nos. 1 to 16 including the contingent liabilities (hereinafter referred to as **“the said liabilities”**);
- (iii) All rights and licenses including, all assignments and grants thereof, all permits, approvals, clearances, consents, notifications, quota rights, import quotas and registrations whether under Central, State(s) or other laws, rights (including rights/ obligations under any agreement, contracts, applications, letters of intent or any other contracts), subsidies, grants, tax credits (including MODVAT/ CENVAT, Service Tax credits, inputs of Goods and Services Tax), incentives or schemes of Central/ State(s)/ local Governments, certifications and approvals, regulatory approvals from appropriate authority(ies), entitlements, licenses, registrations, benefits under various schemes and registrations,



approvals, licenses & permissions from the Central Government, any State Government or any local authority, Customs, Directorate of Town and Country Planning (DTCP) or its sub-ordinate offices, Central Excise, Goods and Services Tax, Software Technology Parks of India, Director General of Foreign Trade, Reserve Bank of India, Ministry of Corporate Affairs, Ministry of Commerce and Industry, Ministry of Finance, Municipal Body permissions, goodwill, approvals, consents, environmental clearances, tenancies, investments and/ or interests (whether vested, contingent or otherwise), sales/ purchase orders, licenses granted by statutory authorities, cash balances, bank balances, bank accounts, reserves, deposits, advances, recoverables, receivables, benefits of insurance claims, easements, advantages, financial assets, hire purchase and lease arrangements, the benefits of bank guarantees issued by all the above mentioned Transferor Company Nos. 1 to 16, funds belonging to or proposed to be utilised by all the above mentioned Transferor Company Nos. 1 to 16, privileges, all other claims, rights and benefits (including under any POA issued by the above mentioned Transferor Company Nos. 1 to 16 or any powers of attorney issued in favour of the above mentioned Transferor Company Nos. 1 to 16 or from or by virtue of any proceeding before a legal, quasi-judicial authority or any other statutory authority to which all the above mentioned Transferor Company Nos. 1 to 16 were a party), powers and facilities of every kind, nature and description whatsoever, rights-to-use and avail of provisions, funds, utilities, benefits, duties and obligations of all agreements, contracts and arrangements and all other interests;

- (iv) All employees, if any, of all the above mentioned Transferor Company Nos. 1 to 16, immediately preceding the approval/sanction of the Scheme by the Hon'ble NCLT;
- (v) All deposits and balances with the Government, Semi-Government, local bodies and other authorities, customers and other persons, share application money, wallet/ pre-paid instrument balances, earnest moneys and/ or security deposits paid or received by all the above mentioned Transferor Company Nos. 1 to 16;
- (vi) All books, records, files, papers, product specifications and process information, records of standard operating procedures, computer programs along with their



licenses, manuals and back-up copies, drawings, designs, structural lay-out plans/drawings, other manuals, data catalogues, quotations, sales and advertising materials and other papers, documents, data and records whether in physical or electronic form; and

- (vii) All intellectual property rights including all trademarks, trademark applications, trade names, patents and patent applications, domain names, logos, websites, internet registrations, designs, copyrights, trade secrets and all other interests, exclusively relating to all the above mentioned Transferor Company Nos. 1 to 16;

It is intended that the definition of the Amalgamated /Merged Undertaking or Undertaking(s) under the above Clause would enable the transfer of all properties, assets, rights, duties and liabilities of all the above mentioned Transferor Company Nos.1 to 16 into the Transferee Company, pursuant to the Scheme.

- (y) **“Scheme” or “Scheme of Amalgamation” or “this Scheme” or “the Scheme”** means and refers to the Scheme of Amalgamation, involving amalgamation of Transferor Company Nos. 1 to 16 into/with the Transferee Company as well as the respective shareholders, class of members, if any, of these Companies, as set-out herein in its present form or with any modification(s) made with the consent of the respective Board of Directors of the Transferor Company Nos. 1 to 16 and the Transferee Company, subject to such modifications, as may be deemed fit by the Hon’ble NCLT or any other appropriate authority having equal jurisdiction;
- (z) **“Transferor Company Nos. 1 to 16/ Transferor Companies”** shall mean and include Transferor Company No. 1/Aaralyn, Transferor Company No. 2/ Afaaf, Transferor Company No. 3/ Akina, Transferor Company No. 4/ Arlie, Transferor Company No. 5/ Atherol, Transferor Company No.6/ Cadence, Transferor Company No. 7/ Demarco, Transferor Company No. 8/ DUL, Transferor Company No. 9/ Hoshi, Transferor Company No. 10/ Jayanti, Transferor Company No. 11/ Mufallah, Transferor Company No. 12/ Ophira, Transferor Company No. 13/ Oriel, Transferor Company No. 14/ Sagardutt, Transferor Company No. 15/ Vamil and Transferor Company No. 16/ Verano.
- (aa) **“Transferee Company”** shall mean and include DLF Limited (Transferee Company /DLF).



(bb) “**Compulsorily Convertible Debentures**” (CCDs) shall mean the CCDs issued by the Transferor Company Nos. 1, 2, 3, 4, 5, 7, 9, 10, 11, 12, 13, 14, 15 and 16.

The expressions which are used in the Scheme and not defined in the Scheme, shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning as ascribed to them under the Act, Rules, Income-tax Act, 1961, Indian Accounting Standards, as may be applicable and other applicable laws, rules, regulations, bye-laws, as the case may be, or any statutory amendment(s), modification(s) or re-enactment(s) thereof, from time to time. Wherever reference is made to the Hon’ble NCLT in the Scheme, the reference would include, if appropriate, reference to the concerned Bench of the Hon’ble NCLT or such other forum or authority, as may be vested with the powers of the Hon’ble NCLT under the Act.

2.2 DATE OF COMING INTO EFFECT

The Scheme shall come into legal operation from the Appointed Date i.e. 1st April 2024 or such other date, as may be approved by the Hon’ble National Company Law Tribunal (hereinafter referred to as “NCLT”) or the Hon’ble National Company Law Appellate Tribunal (hereinafter referred to as “NCLAT”) or any other competent Court(s), judicial or quasi-judicial authority(ies) or any other competent authority(ies), having powers to sanction the Scheme, as the case may be. The phrase ‘coming into effect’ or ‘becoming effective’ in the context of the Scheme shall mean the date on which the Scheme shall come into legal operation in the manner stated hereinafter.

2.3 COMPLIANCE WITH TAX LAWS

Apart from meeting the commercial and business interest of the parties, as specified hereinbefore, the Scheme has been drawn-up to comply with the conditions relating to “Amalgamation”, as specified under the tax laws, including Section 2(1B), Section 47 and Section 72A (if applicable) and all other relevant provisions of the Income-tax Act, 1961 or any amendment(s), modification(s) or re-enactment(s) thereto. The Transferee Company undertakes on behalf of all the Transferor Companies, involved in the present Scheme, to discharge/ take care of all liabilities/ proceedings including income tax demands/ liabilities/ proceedings, if any, in accordance with law. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the applicable laws at a later date, including resulting from an amendment of law or



for any other reason whatsoever, the provisions of such laws shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with the applicable provisions. However, such modification will not affect the other parts of the Scheme. The power to make any such amendments shall vest with the Board of Directors or any other Committee(s) of the Board of the Transferor Companies and the Transferee Company to which power is delegated.

2.4 INTERPRETATIONS

In the Scheme, unless the context otherwise requires:

- 2.4.1 References to the singular include a reference to plural and vice-versa and reference to any gender include all other genders;
- 2.4.2 References to persons shall include individuals, firms, body corporates (whether incorporated or un-incorporated), associations and partnerships, LLP's;
- 2.4.3 The headings are inserted for ease of reference only and shall not affect the construction or interpretation of the Scheme;
- 2.4.4 References to a clause or paragraph or schedule, as applicable shall be deemed to be reference to a clause or paragraph or schedule of the Scheme;
- 2.4.5 Any phrase introduced by the terms "including" or "include" or "inter-alia" or any similar expression shall be constructed as illustrative and shall not limit the meaning of the words preceding those terms;
- 2.4.6 References to dates and times shall be construed to be references to Indian dates and times;
- 2.4.7 References to a document include an amendment or supplement to, or replacement or novation of that document;
- 2.4.8 References to the words 'hereof', 'herein' and 'hereby' and derivatives or similar words refer to the entire Scheme; and
- 2.4.9 Word(s) and expressions(s) elsewhere defined in the Scheme will have the meaning(s), respectively, ascribed to them.



2.5 SHARE CAPITAL STRUCTURE AND THE FINANCIAL POSITION OF THE TRANSFEROR COMPANY NOS. 1 TO 16 AND THE TRANSFEREE COMPANY

The share capital structure and the financial position of the Transferor Company Nos. 1 to 16 and the Transferee Company, as reflected by the latest Audited Balance Sheet as on 31st March 2024, are given as under:

Share Capital Structure and Financial Position of the Transferor Company No. 1

2.5.1 The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 1 as on 31st March 2024 is as under:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED SHARE CAPITAL	
10,000 Equity Shares of Rs. 10/- each.	1,00,000.00
TOTAL	1,00,000.00
ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
10,000 Equity Shares of Rs. 10/- each fully paid-up.	1,00,000.00
TOTAL	1,00,000.00

2.5.2 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 1.

2.5.3 The Transferor Company No. 1 has issued Compulsorily Convertible Debentures.

2.5.4 The financial position of the Transferor Company No. 1 as on 31st March 2024 and 31st March 2023 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2024)	Amount (31.03.2023)
<u>EQUITY & LIABILITIES</u>		
Equity Share Capital	1.00	1.00
Other Equity	268.14	269.67
Non-Current Liabilities	-	-
Current Liabilities	4,931.07	4,931.19
TOTAL	5,200.21	5,201.86



ASSETS		
Non-Current Assets	11.56	11.52
Current Assets	5,188.65	5,190.34
TOTAL	5,200.21	5,201.86

Share Capital Structure and Financial Position of the Transferor Company No. 2

2.5.5 The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 2 as on 31st March 2024 is as under:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED SHARE CAPITAL	
20,000 Equity Shares of Rs. 10/- each.	2,00,000.00
TOTAL	2,00,000.00
ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
10,000 Equity Shares of Rs. 10/- each fully paid-up.	1,00,000.00
TOTAL	1,00,000.00

2.5.6 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 2.

2.5.7 The Transferor Company No. 2 has issued Compulsorily Convertible Debentures.

2.5.8 The financial position of the Transferor Company No. 2 as on 31st March 2024 and 31st March 2023 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2024)	Amount (31.03.2023)
<u>EQUITY & LIABILITIES</u>		
Equity Share Capital	1.00	1.00
Other Equity	5,152.45	4,789.80
Non-Current Liabilities	-	-
Current Liabilities	4,808.95	5,403.20
TOTAL	9,962.40	10,194.00
<u>ASSETS</u>		
Non-Current Assets	46.59	78.73
Current Assets	9,915.81	10,115.27
TOTAL	9,962.40	10,194.00



Share Capital Structure and Financial Position of the Transferor Company No. 3

2.5.9 The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 3 as on 31st March 2024 is as under:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED SHARE CAPITAL	
55,000 Equity Shares of Rs. 10/- each.	5,50,000.00
TOTAL	5,50,000.00
ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
10,000 Equity Shares of Rs. 10/- each fully paid-up.	1,00,000.00
TOTAL	1,00,000.00

2.5.10 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 3.

2.5.11 The Transferor Company No. 3 has issued Compulsorily Convertible Debentures.

2.5.12 The financial position of the Transferor Company No. 3 as on 31st March 2024 and 31st March 2023 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2024)	Amount (31.03.2023)
<u>EQUITY & LIABILITIES</u>		
Equity Share Capital	1.00	1.00
Other Equity	7,316.76	7,314.37
Non-Current Liabilities	-	-
Current Liabilities	5,300.14	5,608.82
TOTAL	12,617.90	12,924.19
<u>ASSETS</u>		
Non-Current Assets	290.05	287.17
Current Assets	12,327.85	12,637.02
TOTAL	12,617.90	12,924.19



Share Capital Structure and Financial Position of the Transferor Company No.4

2.5.13 The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 4 as on 31st March 2024 is as under:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED SHARE CAPITAL	
25,000 Equity Shares of Rs. 10/- each.	2,50,000.00
TOTAL	2,50,000.00
ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
10,000 Equity Shares of Rs. 10/- each fully paid-up.	1,00,000.00
TOTAL	1,00,000.00

2.5.14 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 4.

2.5.15 The Transferor Company No. 4 has issued Compulsorily Convertible Debentures.

2.5.16 The financial position of the Transferor Company No. 4 as on 31st March 2024 and 31st March 2023 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2024)	Amount (31.03.2023)
<u>EQUITY & LIABILITIES</u>		
Equity Share Capital	1.00	1.00
Other Equity	52,938.53	52,088.01
Non-Current Liabilities	-	-
Current Liabilities	912.54	912.95
TOTAL	53,852.07	53,001.96
<u>ASSETS</u>		
Non-Current Assets	42,490.72	41,456.73
Current Assets	11,361.35	11,545.23
TOTAL	53,852.07	53,001.96



Share Capital Structure and Financial Position of the Transferor Company No.5

2.5.17 The Authorized, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 5 as on 31st March 2024 is as under:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED SHARE CAPITAL	
3,15,000 Equity Shares of Rs. 10/- each	31,50,000.00
TOTAL	31,50,000.00
ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
15,000 Equity Shares of Rs. 10/- each fully paid-up	1,50,000.00
TOTAL	1,50,000.00

2.5.18 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 5.

2.5.19 The Transferor Company No. 5 has issued Compulsorily Convertible Debentures.

2.5.20 The financial position of the Transferor Company No. 5 as on 31st March 2024 and 31st March 2023 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2024)	Amount (31.03.2023)
<u>EQUITY & LIABILITIES</u>		
Equity Share Capital	1.50	1.50
Other Equity	23,140.94	23,181.69
Non-Current Liabilities	-	-
Current Liabilities	3,432.99	2,546.16
TOTAL	26,575.43	25,729.35
<u>ASSETS</u>		
Non-Current Assets	18,531.54	18,493.92
Current Assets	8,043.89	7,235.43
TOTAL	26,575.43	25,729.35



Share Capital Structure and Financial Position of the Transferor Company No. 6

2.5.21 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 6 as on 31st March 2024 is as under:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED SHARE CAPITAL	
20,000 Equity Shares of Rs. 10/- each	2,00,000.00
TOTAL	2,00,000.00
ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
12,500 Equity Shares of Rs. 10/- each	1,25,000.00
TOTAL	1,25,000.00

2.5.22 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 6.

2.5.23 The Transferor Company No. 6 has not issued any Compulsorily Convertible Debentures.

2.5.24 The financial position of the Transferor Company No. 6 as on 31st March 2024 and 31st March 2023 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2024)	Amount (31.03.2023)
<u>EQUITY & LIABILITIES</u>		
Equity Share Capital	1.25	1.25
Other Equity	500.71	503.71
Non-Current Liabilities	-	-
Current Liabilities	5,397.53	5,397.62
TOTAL	5,899.49	5,902.58
<u>ASSETS</u>		
Non-Current Assets	51.01	50.93
Current Assets	5,848.48	5,851.65
TOTAL	5,899.49	5,902.58



Share Capital Structure and Financial Position of the Transferor Company No. 7

2.5.25 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 7 as on 31st March 2024 is as under:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED SHARE CAPITAL	
10,000 Equity Shares of Rs. 10/- each	1,00,000.00
TOTAL	1,00,000.00
ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
10,000 Equity Shares of Rs. 10/- each	1,00,000.00
TOTAL	1,00,000.00

2.5.26 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 7.

2.5.27 The Transferor Company No. 7 has issued Compulsorily Convertible Debentures.

2.5.28 The financial position of the Transferor Company No. 7 as on 31st March 2024 and 31st March 2023 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2024)	Amount (31.03.2023)
<u>EQUITY & LIABILITIES</u>		
Equity Share Capital	1.00	1.00
Other Equity	70.17	72.41
Non-Current Liabilities	-	-
Current Liabilities	2,725.07	2,721.83
TOTAL	2,796.24	2,795.24
<u>ASSETS</u>		
Non-Current Assets	0.10	0.10
Current Assets	2,796.14	2,795.14
TOTAL	2,796.24	2,795.24



Share Capital Structure and Financial Position of the Transferor Company No.8

2.5.29 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 8 as on 31st March 2024 is as under:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED SHARE CAPITAL	
16,20,36,880 Equity Shares of Rs. 10/- each	162,03,68,800.00
97,600 Redeemable Preference Shares of Rs. 100/- each	97,60,000.00
5,000 Redeemable Preference Shares of Rs. 10/- each	50,000.00
4,822-12% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each	4,82,200.00
TOTAL	163,06,61,000.00
ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
5,00,50,000 Equity Shares of Rs. 10/- each fully paid-up	50,05,00,000.00
TOTAL	50,05,00,000.00

2.5.30 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 8.

2.5.31 The Transferor Company No. 8 has not issued any Compulsorily Convertible Debentures.

2.5.32 The financial position of the Transferor Company No. 8 as on 31st March 2024 and 31st March 2023 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2024)	Amount (31.03.2023)
<u>EQUITY & LIABILITIES</u>		
Equity Share Capital	5,005.00	5,005.00
Other Equity	(7,532.90)	(7,704.59)
Non-Current Liabilities	-	639.04
Current Liabilities	5,639.13	11,509.29
TOTAL	3,111.23	9,448.74
<u>ASSETS</u>		
Non-Current Assets	1,664.99	3,095.22
Current Assets	1,446.24	6,353.52
TOTAL	3,111.23	9,448.74



Share Capital Structure and Financial Position of the Transferor Company No.9

2.5.33 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 9 as on 31st March 2024 is as under:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED SHARE CAPITAL	
40,000 Equity Shares of Rs. 10/- each	4,00,000.00
TOTAL	4,00,000.00
ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
10,000 Equity Shares of Rs. 10/- each fully paid-up	1,00,000.00
TOTAL	1,00,000.00

2.5.34 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 9.

2.5.35 The Transferor Company No. 9 has issued Compulsorily Convertible Debentures.

2.5.36 The financial position of the Transferor Company No. 9 as on 31st March 2024 and 31st March 2023 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2024)	Amount (31.03.2023)
<u>EQUITY & LIABILITIES</u>		
Equity Share Capital	1.00	1.00
Other Equity	5,852.51	5,889.25
Non-Current Liabilities	-	-
Current Liabilities	9,202.02	9,312.84
TOTAL	15,055.53	15,203.09
<u>ASSETS</u>		
Non-Current Assets	9.25	11.23
Current Assets	15,046.28	15,191.86
TOTAL	15,055.53	15,203.09



Share Capital Structure and Financial Position of the Transferor Company No. 10

2.5.37 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 10 as on 31st March 2024 is as under:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED SHARE CAPITAL	
3,00,000 Equity Shares of Rs. 10/- each	30,00,000.00
TOTAL	30,00,000.00
ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
2,90,000 Equity Shares of Rs. 10/- each fully paid-up	29,00,000.00
TOTAL	29,00,000.00

2.5.38 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 10.

2.5.39 The Transferor Company No. 10 has issued Compulsorily Convertible Debentures.

2.5.40 The financial position of the Transferor Company No. 10 as on 31st March 2024 and 31st March 2023 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2024)	Amount (31.03.2023)
<u>EQUITY & LIABILITIES</u>		
Equity Share Capital	29.00	29.00
Other Equity	(59.87)	100.68
Non-Current Liabilities	-	-
Current Liabilities	4,186.55	4,199.88
TOTAL	4,155.68	4,329.56
<u>ASSETS</u>		
Non-Current Assets	18.10	19.76
Current Assets	4,137.58	4,309.80
TOTAL	4,155.68	4,329.56



Share Capital Structure and Financial Position of the Transferor Company No. 11

2.5.41 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 11 as on 31st March 2024 is as under:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED SHARE CAPITAL	
20,000 Equity Shares of Rs. 10/- each	2,00,000.00
TOTAL	2,00,000.00
ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
12,000 Equity Shares of Rs. 10/- each fully paid-up	1,20,000.00
TOTAL	1,20,000.00

2.5.42 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 11.

2.5.43 The Transferor Company No. 11 has issued Compulsorily Convertible Debentures.

2.5.44 The financial position of the Transferor Company No. 11 as on 31st March 2024 and 31st March 2023 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2024)	Amount (31.03.2023)
<u>EQUITY & LIABILITIES</u>		
Equity Share Capital	1.20	1.20
Other Equity	117.39	119.12
Non-Current Liabilities	-	-
Current Liabilities	2,947.92	2,934.58
TOTAL	3,066.51	3,054.90
<u>ASSETS</u>		
Non-Current Assets	0.10	0.10
Current Assets	3,066.41	3,054.80
TOTAL	3,066.51	3,054.90



Share Capital Structure and Financial Position of the Transferor Company No. 12

2.5.45 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 12 as on 31st March 2024 is as under:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED SHARE CAPITAL	
15,000 Equity Shares of Rs. 10/- each	1,50,000.00
TOTAL	1,50,000.00
ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
10,000 Equity Shares of Rs. 10/- each fully paid-up	1,00,000.00
TOTAL	1,00,000.00

2.5.46 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 12.

2.5.47 The Transferor Company No. 12 has issued Compulsorily Convertible Debentures.

2.5.48 The financial position of the Transferor Company No. 12 as on 31st March 2024 and 31st March 2023 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2024)	Amount (31.03.2023)
<u>EQUITY & LIABILITIES</u>		
Equity Share Capital	1.00	1.00
Other Equity	1,620.29	1,626.39
Non-Current Liabilities	-	-
Current Liabilities	4,127.61	4,127.70
TOTAL	5,748.90	5,755.09
<u>ASSETS</u>		
Non-Current Assets	3.93	10.38
Current Assets	5,744.97	5,744.71
TOTAL	5,748.90	5,755.09



Share Capital Structure and Financial Position of the Transferor Company No. 13

2.5.49 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 13 as on 31st March 2024 is as under:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED SHARE CAPITAL	
10,000 Equity Shares of Rs. 10/- each	1,00,000.00
TOTAL	1,00,000.00
ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
10,000 Equity Shares of Rs. 10/- each fully paid-up	1,00,000.00
TOTAL	1,00,000.00

2.5.50 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 13.

2.5.51 The Transferor Company No. 13 has issued Compulsorily Convertible Debentures.

2.5.52 The financial position of the Transferor Company No. 13 as on 31st March 2024 and 31st March 2023 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2024)	Amount (31.03.2023)
<u>EQUITY & LIABILITIES</u>		
Equity Share Capital	1.00	1.00
Other Equity	605.01	604.63
Non-Current Liabilities	-	-
Current Liabilities	35.66	35.76
TOTAL	641.67	641.39
<u>ASSETS</u>		
Non-Current Assets	600.91	600.97
Current Assets	40.76	40.42
TOTAL	641.67	641.39



Share Capital Structure and Financial Position of the Transferor Company No. 14

2.5.53 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 14 as on 31st March 2024 is as under:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED SHARE CAPITAL	
20,000 Equity Shares of Rs. 10/- each	2,00,000.00
TOTAL	2,00,000.00
ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
10,000 Equity Shares of Rs. 10/- each fully paid-up	1,00,000.00
TOTAL	1,00,000.00

2.5.54 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 14.

2.5.55 The Transferor Company No. 14 has issued Compulsorily Convertible Debentures.

2.5.56 The financial position of the Transferor Company No. 14 as on 31st March 2024 and 31st March 2023 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2024)	Amount (31.03.2023)
<u>EQUITY & LIABILITIES</u>		
Equity Share Capital	1.00	1.00
Other Equity	5,140.87	4,788.82
Non-Current Liabilities	-	-
Current Liabilities	1,420.90	1,858.20
TOTAL	6,562.77	6,648.02
<u>ASSETS</u>		
Non-Current Assets	213.82	210.72
Current Assets	6,348.95	6,437.30
TOTAL	6,562.77	6,648.02



Share Capital Structure and Financial Position of the Transferor Company No. 15

2.5.57 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 15 as on 31st March 2024 is as under:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED SHARE CAPITAL	
40,000 Equity Shares of Rs. 10/- each	4,00,000.00
TOTAL	4,00,000.00
ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
12,500 Equity Shares of Rs. 10/- each fully paid-up	1,25,000.00
TOTAL	1,25,000.00

2.5.58 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 15.

2.5.59 The Transferor Company No. 15 has issued Compulsorily Convertible Debentures.

2.5.60 The financial position of the Transferor Company No. 15 as on 31st March 2024 and 31st March 2023 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2024)	Amount (31.03.2023)
<u>EQUITY & LIABILITIES</u>		
Equity Share Capital	1.25	1.25
Other Equity	6,105.05	5,887.42
Non-Current Liabilities	-	-
Current Liabilities	5,035.69	5,266.36
TOTAL	11,141.99	11,155.03
<u>ASSETS</u>		
Non-Current Assets	8.17	30.55
Current Assets	11,133.82	11,124.48
TOTAL	11,141.99	11,155.03



Share Capital Structure and Financial Position of the Transferor Company No. 16

2.5.61 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company No. 16 as on 31st March 2024 is as under:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED SHARE CAPITAL	
30,000 Equity Shares of Rs. 10/- each	3,00,000.00
TOTAL	3,00,000.00
ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
10,000 Equity Shares of Rs. 10/- each fully paid-up	1,00,000.00
TOTAL	1,00,000.00

2.5.62 As on the date of this Scheme, there has been no change in the share capital structure of the Transferor Company No. 16.

2.5.63 The Transferor Company No. 16 has issued Compulsorily Convertible Debentures.

2.5.64 The financial position of the Transferor Company No. 16 as on 31st March 2024 and 31st March 2023 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2024)	Amount (31.03.2023)
<u>EQUITY & LIABILITIES</u>		
Equity Share Capital	1.00	1.00
Other Equity	100.76	104.24
Non-Current Liabilities	-	-
Current Liabilities	5,945.81	5,911.51
TOTAL	6,047.57	6,016.75
<u>ASSETS</u>		
Non-Current Assets	0.11	0.11
Current Assets	6,047.46	6,016.64
TOTAL	6,047.57	6,016.75



Share Capital Structure and Financial Position of the Transferee Company

2.5.65 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferee Company as on 31st March 2024 is as under:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED SHARE CAPITAL	
501,22,07,600 Equity Shares of Rs. 2/- each	1002,44,15,200.00
54,348 Cumulative Redeemable Preference Shares of Rs. 100/- each	54,34,800.00
TOTAL	1002,98,50,000.00
ISSUED AND SUBSCRIBED SHARE CAPITAL	
248,29,93,953 Equity Shares of Rs. 2/- each fully paid-up	496,59,87,906.00
TOTAL	496,59,87,906.00
PAID-UP SHARE CAPITAL	
247,53,11,706 equity shares Rs. 2/- each fully paid-up	495,06,23,412.00
TOTAL	495,06,23,412.00

2.5.66 As on the date of this Scheme, there has been no change in the share capital structure of the Transferee Company.

2.5.67 The Transferee Company has not issued Compulsorily Convertible Debentures.

2.5.68 The financial position of the Transferee Company as on 31st March 2024 and 31st March 2023 on the basis of the Audited Accounts is as under:

(Rs. in Lakhs)

Particulars	Amount (31.03.2024)	Amount (31.03.2023)
<u>EQUITY & LIABILITIES</u>		
Equity Share Capital	49,506.23	49,506.23
Other Equity	28,56,973.86	28,30,854.93
Non-Current Liabilities	2,81,064.80	2,05,654.58
Current Liabilities	6,47,543.98	6,42,146.20
TOTAL	38,35,088.87	37,28,161.94
<u>ASSETS</u>		
Non-Current Assets	23,50,066.04	24,34,266.31
Current Assets	14,85,022.83	12,93,895.63
TOTAL	38,35,088.87	37,28,161.94



DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE TRANSFEROR COMPANIES AND THE TRANSFEREE COMPANY

2.6 Details of Directors and Key Managerial Personnel (KMPs), if any, of the Transferor Company Nos. 1 to 16 and the Transferee Company are given as under:

2.6.1 Details of the Directors & KMPs of the Transferor Company No. 1 as on the date of this Scheme are:

Sl. No.	Name	Address	Designation
1.	Mr. Pankaj Kumar Chaturvedi	G.F. 4, Plot No. 117, Row No. 04, Gyan Khand-2, Indirapuram, Behind Saint Thomas School, Shipra Sun City, Ghaziabad-201014, Uttar Pradesh.	Director
2.	Mr. Sumit Dalal	H. No. 389, Sector-7, Urban Estate, Gurugram-122001, Haryana.	Director
3.	Mr. Narendra Singh	957, LIG, DM Road, Avas Vikas Colony-1 Bulandshahar-203001, Uttar Pradesh.	Director

2.6.2 Details of the Directors & KMPs of the Transferor Company No. 2 as on the date of this Scheme are:



Sl. No.	Name	Address	Designation
1.	Mr. Pankaj Kumar Chaturvedi	G.F. 4, Plot No. 117, Row No. 04, Gyan Khand-2, Indirapuram, Behind Saint Thomas School, Shipra Sun City, Ghaziabad-201014, Uttar Pradesh.	Director
2.	Mr. Sumit Dalal	H. No. 389, Sector-7, Urban Estate, Gurugram-122001, Haryana.	Director
3.	Mr. Narendra Singh	957, LIG, DM Road, Avas Vikas Colony-1 Bulandshahar-203001, Uttar Pradesh.	Director

2.6.3 Details of the Directors & KMPs of the Transferor Company No. 3 as on the date of this Scheme are:

Sl. No.	Name	Address	Designation
1.	Mr. Jeetendra Kumar Patel	Unit No. 6/009, Grand IVA, Dharka Expressway, Sector 103, Daultabad (53), Gurugram-122006, Haryana.	Director
2.	Mr. Rakesh Kumar Sharma	A-800/3, Block-A, Shastri Nagar, Delhi-110052.	Director
3.	Mr. Vicky Arora	Flat No. 85, Akash Kunj Apartment, Plot No. 14, Sector-9, Rohini, North West Delhi, Delhi-110085.	Director



2.6.4 Details of the Directors and KMPs of the Transferor Company No. 4 as on the date of this Scheme are:

Sl. No.	Name	Address	Designation
1.	Mr. Jeetendra Kumar Patel	Unit No. 6/009, Grand IVA, Dharka Expressway, Sector 103, Daultabad (53), Gurugram-122006, Haryana.	Director
2.	Mr. Rakesh Kumar Sharma	A-800/3, Block-A, Shastri Nagar, Delhi-110052.	Director
3.	Mr. Vicky Arora	Flat No. 85, Akash Kunj Apartment, Plot No. 14, Sector-9, Rohini, North West Delhi, Delhi-110085.	Director

2.6.5 Details of the Directors & KMPs of the Transferor Company No. 5 as on the date of this Scheme are:

Sl. No.	Name	Address	Designation
1.	Mr. Arun Kumar Bhagat	H-041, Park Place, DLF Golf Links, DLF Phase-5, Gurugram-122009, Haryana.	Director
2.	Mr. Deshbandhu Gupta	Flat No. C-30, Anisha Vihar Society, Sector-9 Rohini, Delhi-110085.	Director
3.	Mr. Anil Kumar	Flat No. 36, Amarpali, Plot No. 56, IP Extension, Patparganj, East Delhi, Delhi -110092.	Director



2.6.6 Details of the Directors & KMPs of the Transferor Company No. 6 as on the date of this Scheme are:

Sl. No.	Name	Address	Designation
1.	Mr. Shishir Kumar	S-674-A, Old No. 6C, KH No. 298/210, Near Shiv Mandir Marg, School Block, Shakarpur, East Delhi, Delhi-110092.	Director
2.	Mr. Manpreet Singh	T-235/11, Near MCD School, Hill Marg, Baljeet Nagar, Patel Nagar, Delhi -110008.	Director
3.	Mr. Amarjeet Singh Hooda	House No. 7, Pocket-7 Sector-23, Rohini, North West Delhi, Delhi -110085.	Director

2.6.7 Details of the Directors & KMPs of the Transferor Company No. 7 as on the date of this Scheme are:

Sl. No.	Name	Address	Designation
1.	Mr. Shiv Kumar	H. No. 901 Kayasthwara, Rewari – 123401, Haryana.	Director
2.	Mr. Vijay Kumar	A 1/37, S/F A-1 Block, Raja Puri, Delhi – 110059.	Director
3.	Mr. Manpreet Singh	Flat No. E8/8, 1 st Floor, DLF Valley, Amrawati ENC, Panchkula-134107, Haryana.	Director

2.6.8 Details of the Directors & KMPs of the Transferor Company No. 8 as on the date of this Scheme are:



Sl. No.	Name	Address	Designation
1.	Mr. Anil Kumar	Flat No. 36, Amarpali, Plot No. 56, IP Extension, Patparganj, East Delhi, Delhi – 110092.	Director
2.	Mr. Rajesh Kumar Bhatia	KLP012, Flat No. 2001, Jaypee Wish Town, Near Axis House, Sector – 128, Noida, P.O. Maharishi Nagar, District Gautam Buddha Nagar, Noida – 201304, Uttar Pradesh.	Director
3.	Mr. Yogesh Bhardwaj	WZ- 88, 1 st Floor, Jwala Heri, Matke Wali Gali, Paschim Vihar, New Delhi, West Delhi, Delhi – 110063.	Director
4.	Mr. Vicky Arora	Flat No. 85, Akash Kunj Apartment, Plot No. 14, Sector-9, Rohini, North West Delhi, Delhi-110085.	Manager
5.	Mr. Pankaj Kumar Chaturvedi	G.F. 4, Plot No. 117, Row No. 04, Gyan Khand-2, Indirapuram, Behind Saint Thomas School, Shipra Sun City, Ghaziabad-201014, Uttar Pradesh.	CFO
6.	Mr. Rahul Mittal	AD-38, Ground Floor, Shalimar Bagh, North West Delhi, Delhi -110088.	Company Secretary



2.6.9 Details of the Directors & KMPs of the Transferor Company No. 9 as on the date of this Scheme are:

Sl. No.	Name	Address	Designation
1.	Mr. Pankaj Kumar Chaturvedi	G.F. 4, Plot No. 117, Row No. 04, Gyan Khand-2, Indirapuram, Behind Saint Thomas School, Shipra Sun City, Ghaziabad-201014, Uttar Pradesh.	Director
2.	Mr. Deshbandhu Gupta	Flat No. C-30, Anisha Vihar Society, Sector-9, Rohini, Delhi-110085.	Director
3.	Mr. Divya Puri	W-7/9B, First Floor, DLF Phase-3, Gurugram-122002, Haryana.	Director

2.6.10 Details of the Directors & KMPs of the Transferor Company No. 10 as on the date of this Scheme are:

Sl. No.	Name	Address	Designation
1.	Mr. Deepak Garg	278, Second Floor, Uppal Southend, Sector-49, Sohna Road Near Sapphire Mall, South City-II, Gurugram-122018, Haryana.	Director
2.	Mr. Siddharth Gandhi	J-48, Kirti Nagar, Ramesh Nagar, West Delhi, Delhi-110015.	Director
3.	Mr. Jayant Ruben Erickson	2/10, Amolak Bhawan, Jaipur Road, Opposite Roadways Bus Stand, Ajmer, Rajasthan - 305001.	Director



2.6.11 Details of the Directors & KMPs of the Transferor Company No. 11 as on the date of this Scheme are:

Sl. No.	Name	Address	Designation
1.	Mr. Deshbandhu Gupta	Flat No. C-30, Anisha Vihar Society, Sector-9 Rohini, Delhi-110085.	Director
2.	Mr. Manoj Kumar	S-23, 26, Param Puri, Gali No. 11, Uttam Nagar, West Delhi, Delhi – 110059.	Director
3.	Mr. Sunil Kumar Arora	House No. 40, First Floor, M2K White House, Sector-57, Gurugram-122008, Haryana.	Director

2.6.12 Details of the Directors & KMPs of the Transferor Company No. 12 as on the date of this Scheme are:

Sl. No.	Name	Address	Designation
1.	Mr. Shiv Kumar	H. No. 901, Kayasthawara, Rewari-123401, Haryana.	Director
2.	Ms. Akanksha Moudgil	C-832, G/F, Asian Games Village, Sahpur Jat, South Delhi, Delhi-110049.	Director
3.	Mr. Manoj Kumar	S-23, 26, Param Puri, Gali No. 11, Uttam Nagar, West Delhi, Delhi – 110059.	Director



2.6.13 Details of the Directors & KMPs of the Transferor Company No. 13 as on the date of this Scheme are:

Sl. No.	Name	Address	Designation
1.	Mr. Arun Kumar Bhagat	H-041, Park Place, DLF Golf Links, DLF Phase-5, Gurugram-122009, Haryana.	Director
2.	Mr. Deshbandhu Gupta	Flat No. C-30, Anisha Vihar Society, Sector-9 Rohini, Delhi-110085.	Director
3.	Mr. Jayant Ruben Erickson	2/10, Amolak Bhawan, Jaipur Road, Opposite Roadways Bus Stand, Ajmer, Rajasthan -305001.	Director

2.6.14 Details of the Directors & KMPs of the Transferor Company No. 14 as on the date of this Scheme are:

Sl. No.	Name	Address	Designation
1.	Mr. Shiv Kumar	H. No. 901, Kayasthawara, Rewari-123401, Haryana.	Director
2.	Ms. Akanksha Moudgil	C-832, G/F, Asian Games Village, Sahpur Jat, South Delhi, Delhi-110049.	Director
3.	Mr. Manoj Kumar	S- 23, 26 Param Puri, Gali No. 11, Uttam Nagar, West Delhi, Delhi – 110 059.	Director

2.6.15 Details of the Directors & KMPs of the Transferor Company No. 15 as on the date of this Scheme are:



Sl. No.	Name	Address	Designation
1.	Mr. Anshul Singhal	Flat No. 135, Tower No. 10, Floor No. 13, Palm Olympia, Greater Noida West, Gautam Buddha Nagar-201301, Uttar Pradesh.	Director
2.	Mr. Sanjeev Adya	D-21, Dayanand Block, Street No. 1, Shakarpur, East Delhi, Delhi-110092.	Director
3.	Mr. Manpreet Singh	Flat No. E 8/8, 1 st Floor, DLF Valley, Amrawati ENC, Panchkula-134107, Haryana.	Director

2.6.16 Details of the Directors & KMPs of the Transferor Company No. 16 as on the date of this Scheme are:

Sl. No.	Name	Address	Designation
1.	Mr. Sunil Kumar Arora	House No. 40, First Floor, M2K White House, Sector-57, Gurugram-122008, Haryana.	Director
2.	Mr. Pankaj Kumar Chaturvedi	G.F. 4, Plot No. 117, Row No. 04, Gyan Khand-2, Indirapuram, Behind Saint Thomas School, Shipra Sun City, Ghaziabad-201014, Uttar Pradesh.	Director
3.	Mr. Abhinav Kumar Johri	559, 1 st Floor, Near Police Mess, Sector-22B, Molahera 65, Palam Road, Haryana-122015.	Director



2.6.17 Details of the Directors & KMPs of the Transferee Company as on the date of this Scheme are:

Sl. No.	Name	Address	Designation
1.	Mr. Rajiv Singh	16, Dr. APJ Abdul Kalam Road, New Delhi – 110 011.	Chairman (Whole-time Director)
2.	Mr. Ashok Kumar Tyagi	MG-511B, The Magnolias, DLF Golf Links, DLF5, Gurugram – 122 009, Haryana.	Managing Director & Chief Financial Officer
3.	Mr. Devinder Singh	1220, The Magnolias, DLF Golf Links, DLF5, Gurugram – 122 009, Haryana.	Managing Director
4.	Ms. Pia Singh	16A, Aurangzeb Road, New Delhi – 110 011.	Non-Executive Director
5.	Ms. Savitri Devi Singh	Flat 8, 156 Sloane Street, London – SW1X9AD.	Non-Executive Director
6.	Ms. Anushka Singh	16, Aurangzeb Road, New Delhi – 110 011.	Non-Executive Director
7.	Mr. A.S. Minocha	623-B Magnolias, DLF Golf Links, DLF Phase-V, Gurugram – 122 009, Haryana.	Independent Director
8.	Mr. Vivek Mehra	B-314, New Friends Colony, New Delhi – 110 025.	Independent Director
9.	Ms. Priya Paul	2, Aurangzeb Lane, Nirman Bhawan, New Delhi – 110 011.	Independent Director
10.	Dr. Umesh Kumar Chaudhary	E-2, Kailash Colony, Greater Kailash, New Delhi – 110 048.	Independent Director
11.	Lt. Gen. Ajai Singh (Retd.)	B-12, West End, New Delhi – 110 021.	Independent Director



12.	Mr. Mahender Singh	310, Narmada Apartments, Alaknanda, Kalkaji New Delhi – 110 019.	Independent Director
13.	Mr. R.P. Punjani	158, Avtar Enclave, Paschim Vihar, New Delhi–110063.	Company Secretary

PROMOTERS :

- 2.6.18** The Promoter of the Transferor Company Nos. 2 to 5, 7 to 9 and 11 to 16 is DLF Limited, the Transferee Company. The Promoter of the Transferor Company Nos. 1, 6 and 10 is the Transferor Company No. 5 i.e. Atherol Builders & Developers Private Limited, which is a wholly-owned subsidiary of DLF Limited, the Transferee Company. All the Transferor Company Nos. 1 to 16 are unlisted companies. The Transferee Company herein is a Public Limited Company and the equity shares of which are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).
- 2.6.19** The Promoters of the Transferee Company are Dr. K.P. Singh, Mr. Rajiv Singh and Rajdhani Investments & Agencies Private Limited. Upon the Scheme coming into effect, the Transferor Company Nos. 1 to 16 shall stand merged / amalgamated with the Transferee Company. There shall be no change in the Promoters and their shareholding in the Transferee Company.
- 2.6.20** The Securities and Exchange Board of India (SEBI) vide its Master Circular bearing No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 has granted *relaxation to the schemes which solely provide for merger of a Wholly-Owned-Subsidiary or its division with parent company. However, such draft schemes shall be filed with the Stock Exchanges for the purpose of disclosures and the Stock Exchanges shall disseminate the scheme documents on their websites.* Since, in this merger, all the Transferor Companies are the direct / indirect wholly-owned subsidiaries of the Transferee Company, there is no requirement of obtaining 'NOC' from the SEBI/Stock Exchanges under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI LODR').



SECTION-C

TRANSFER AND VESTING OF BUSINESSES OF TRANSFEROR COMPANY NOS. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15 AND 16 INTO THE TRANSFEREE COMPANY

3.1 TRANSFER OF UNDERTAKING

With effect from the Appointed Date and upon receipt of the relevant approvals and subject to the provisions of the Scheme in relation to the mode of transfer and vesting:

- 3.1.1** The entire business and the whole of the undertaking(s) and all the movable and immovable properties belonging to the Transferor Company Nos. 1 to 16 (collectively referred to as “**Transferor Companies**”), as defined in the Scheme shall be transferred to and vest in and/or deemed to be transferred and vested in the Transferee Company by virtue of the Scheme and all books of account, papers and documents and records relating thereto, all of which shall without further act or deed be transferred to or vested in the Transferee Company pursuant to the provisions of Sections 230-232 of the Act read with the relevant Rules with effect from the Appointed Date, so as to become the assets and properties of the Transferee Company, subject to charges, if any, affecting the same.
- 3.1.2** Upon coming into effect of the Scheme and with effect from the Appointed Date and subject to the terms of the Scheme:
- (a) The entire business and undertakings and all the movable and immovable properties, tangible and intangible assets including but not limited to trademarks, patents, designs, copyrights, investments, powers, authorities, allotments, approvals, consents, licenses, permissions, registrations, contracts together with all non-compete covenants, engagements, arrangements, rights, titles, interests, agreements, benefits, taxes, including but not limited to certificates, permits, licenses, quotas, approvals, incentives, sales tax deferrals, loans, subsidies, concessions, grants, claims, leases, refund of monies, tenancy rights, liberties, rehabilitation schemes, special status, leasehold rights, other benefits (including tax benefits), tax holiday benefits, tax incentives & exemptions (including but not limited to tax credits), Minimum



Alternate Tax Credit entitlement ("MAT Credit"), tax losses (if available under law), prepaid taxes i.e. Tax Deducted at Source (TDS), advance tax and self assessment tax, under Income-tax Act, 1961, easements, privileges, liberties or privileges enjoyed by or conferred upon or held or availed of by and all rights and benefits that have accrued to the Transferor Company Nos.1 to 16 shall, under the provisions of the Act and pursuant to the Order of the Hon'ble NCLT, without any further act, instrument or deed, but subject to the charges/ hypothecation/ mortgage, affecting the same as on the Scheme coming into effect, be and stand transferred to and vested in and be available to the Transferee Company, so as to become as and from the Appointed Date the estates, assets, rights, titles, interests and authorities of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions to the extent permissible under law without any further act, instrument or deed and be stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company as a going concern, to the end and intent that such security, mortgage and charge shall not at any time extend or be deemed to extend to other assets of any of the other units or divisions of the Transferee Company, unless otherwise expressly provided. Further provided that the Scheme shall not operate to adversely affect the rights, interests and securities created for any such loans, deposits and / or facilities in any manner.

- (b) All the said liabilities (including contingent liabilities, if any) shall, without any further act, instruments or deed, stand transferred to the Transferee Company pursuant to the applicable provisions of the said Act, so as to become the debts, liabilities, duties and obligations of the Transferee Company. All the profits or income accruing or arising to the Transferor Companies or expenditure, or losses arising or incurred (including the effect of taxes, if any, thereon) by the Transferor Companies shall, for all purposes, be treated and be deemed to be and accrue as the profits or income or expenditure or losses or taxes of the Transferee Company, as the case may be. It is clarified for the purpose of brevity that all assets and receivables, whether contingent or otherwise, of the Transferor Companies as on the Appointed Date, whether provided for or not, in the books of account and all other assets or receivables which may accrue or arise on or after the Appointed Date, shall be the assets and receivables or otherwise, as the case may be of the Transferee Company.



- (c) The Transferee Company undertakes to continue to honor the current trade arrangements, trade practices and the contractual obligations that the Transferor Company Nos. 1 to 16 have entered and which exist as on the date of the sanction of the Scheme by the Hon'ble NCLT.
- d) Subject to foregoing Clauses of this Scheme as stated above, in respect of such of the assets of the Transferor Companies, including cash and bank balances, as are movable in nature or are otherwise capable of transfer by manual delivery or by paying over or by endorsement and/or delivery, the same shall be so transferred by the Transferor Companies with effect from the Appointed Date, after the Scheme is sanctioned by the Hon'ble NCLT without requiring any deed or instruments of conveyance for the same and shall, upon such transfer, become the property, estates, assets, rights, titles, interests and authorities of the Transferee Company.
- (e) All existing and future incentives, un-availed credits and exemptions, benefit of carried forward losses (if available under law) and other statutory benefits, including in respect of income tax (including Minimum Alternate Tax), prepaid taxes i.e. tax deducted at source (TDS), advance tax and self-assessment tax, excise (including MODVAT / CENVAT), customs, VAT, sales tax, service tax, goods and services tax etc., to which the Transferor Companies are entitled to, shall be available to and vest in the Transferee Company. All taxes, duties, cess payable by the Transferor Companies including all or any refunds / credits / claims pertaining to the period prior to the Appointed date shall be treated as the liability or refunds/credits/claims of the Transferee Company.

3.1.3 The Transfer/vesting as aforesaid shall be subject to the existing charges/ hypothecation/ mortgage, if any, as may be subsisting over or in respect of the said assets or any part thereof. Provided, however, any reference in any security document or arrangement to which the Transferor Companies are party, to the assets of the Transferor Companies offered or agreed to be offered as security for any financial assistance, or obligations, to the secured creditors, if any, of the Transferor Companies shall be construed as references only to the assets pertaining to the business of the Transferor Companies as are vested in the Transferee Company by virtue of the aforesaid Clauses to the end and intent that such security, mortgage and charge shall



not at any time extend or be deemed to extend to any of the assets or to any of the other units or divisions of the Transferee Company, unless otherwise expressly provided.

Provided that on such transfer/vesting of the properties, if any, of the Transferor Companies to the Transferee Company, it is expressly provided that any reference in any security document or arrangement to which the Transferee Company is a party, to the assets of the Transferee Company, offered or agreed to be offered as security for any financial assistance or guarantee whether for its own benefit or for the benefit of any other person, to the secured or other creditors, if any, of the Transferor Companies, or the secured or unsecured creditors of any other party to which the Transferee Company offers its assets as security, shall be construed as reference only to the assets pertaining to the undertaking of the Transferee Company to the end and intent that such security, mortgage and charge shall not at any time extend or be deemed to extend to the assets of the Transferor Companies, as are vested in the Transferee Company by virtue of this Scheme.

3.1.4 Subject to foregoing Clauses of this Scheme, all estates, assets, rights, titles, controls, enjoyments, benefits, interests and authorizations accrued to and/or acquired by the Transferor Companies in relation to or in connection with the Business after the Appointed Date and prior to the approval of the Scheme by the Hon'ble NCLT, shall have been deemed to have been accrued to and / or acquired for and on behalf of the Transferee Company and shall, upon the coming into effect of the Scheme, pursuant to the provisions of the Act, without any further act, instrument or deed, be and stand transferred to or vested in or be deemed to have been transferred to or vested in the Transferee Company to the extent and shall become the estates, assets, rights, titles, controls, enjoyments, benefits, interests and authorizations of the Transferee Company, which shall meet, discharge and satisfy the same.

3.1.5 Loans, advances 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 future become due between the Transferor Companies 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 account and records of the Transferee Company. It is hereby clarified that there will be no accrual



of interest or other charges in respect of any inter-company loans, advances and other obligations with effect from the Appointed Date.

- 3.1.6** The transfer and vesting of the Business of the Transferor Companies under the above mentioned Clause(s) and the continuance of the proceedings by the Transferee Company shall not affect any transactions or proceedings, already concluded by the Transferor Companies in the ordinary course of business on and after the Appointed Date.
- 3.1.7** In respect of such of the said assets other than those referred to in sub-para 3.1.3 above, the same shall without any further act, instrument or deed, be transferred to and vest in and / or be deemed to be transferred and vested in the Transferee Company on the Appointed Date pursuant to the provisions of the Sections 230-232 of the Act.
- 3.1.8** Upon sanction of the Scheme, the Transferee Company may at any time in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation, in favour of the secured creditors, if any, of the Transferor Companies or in favour of any other party to any contract or arrangement to which the Transferor Companies are party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of the Scheme, be deemed to be authorized to execute any such writings on behalf of the Transferor Companies and to implement or carry out all such formalities or compliances referred to above on the part of the Transferor Companies as is to be carried out or performed.
- 3.1.9** Subject to the provisions of the Scheme, all the loans raised and utilized, all debts, duties, undertakings, obligations and liabilities incurred or undertaken by the Transferor Companies in relation to or in connection with the respective businesses after the Appointed Date and prior to the approval of the Scheme by the Hon'ble NCLT, shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding as on the Scheme coming into effect, shall stand transferred or be deemed to be transferred, without any further act, instrument or deed to the Transferee Company so as to become as and from the Appointed Date, the debts, liabilities, duties, undertakings and obligations of the Transferee Company, which shall meet, discharge and satisfy the same.



- 3.1.10** All the profits or income accruing or arising to the Transferor Companies or expenditure or losses arising or incurred (including the effect of taxes, if any, thereon) by the Transferor Companies from the Appointed Date, shall be treated and be deemed to be and accrue as the profits or income or expenditure or losses or taxes of the Transferee Company, as the case may be and will be available to the Transferee Company for being dealt with / disposed of in any manner, as it thinks fit including declaration of dividend, issue of bonus shares by the Transferee Company.
- 3.1.11** It is clarified that all the assets and receivables, whether contingent or otherwise, of the Transferor Companies as on the Appointed Date, whether provided for or not, in the books of account and all other assets or receivables which may accrue or arise on or after the Appointed Date shall be the assets and liabilities or otherwise, as the case may be, of the Transferee Company and further that it shall not be necessary to obtain the consent of any third party or any other person who is party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause.
- 3.1.12** In case, any of the liabilities and obligations pertaining to the Transferor Companies as on the Appointed Date deemed to be transferred to the Transferee Company or have been discharged by the Transferor Companies after the Appointed Date and prior to the sanction of the Scheme by the Hon'ble NCLT, such discharge shall be deemed to have been for and on account of the Transferee Company.
- 3.1.13** In case of any differences in Accounting Policies between the Transferor Companies and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference till the Appointed Date, will be quantified and adjusted in the balance sheet of the Transferee Company in accordance with the Accounting Standards prescribed or any other applicable provisions of the Act, to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.
- 3.1.14** It is hereby clarified that, all the transactions during the period between the Appointed Date and approval relating to the Merged Undertakings / Transferor Companies would be duly reflected in the financial statements of Transferee Company, upon the coming into effect of the Scheme.



- 3.1.15** The Board of Directors of the Transferee Company are authorized to account for any of the balances in any manner whatsoever, as may be deemed fit in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013, read with the Companies (Accounting Standards) Amendment Rules, 2016 and if considered appropriate for complying with Accounting Standards, the Transferee Company may make suitable adjustments to the accounting treatment & adjust the effect thereof in the manner, as determined by the Board of Directors of the Transferee Company.
- 3.1.16** Upon approval of the Scheme by the Hon'ble NCLT, transfer and vesting of the businesses of the Transferor Companies under the above mentioned Clauses and the continuance of the proceedings by the Transferee Company shall not affect any transactions or proceedings, already concluded by the Transferor Companies in the ordinary course of business. Further, all contracts, letters of intent, deeds, bonds, agreements, insurance policies, schemes, arrangements and other instruments of whatsoever nature in relation to the Transferor Companies to which the Transferor Companies are parties or to the benefit, respectively of which the Transferor Companies may be eligible, shall be in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or oblige thereto.
- 3.1.17** Upon approval of the Scheme by the Hon'ble NCLT and with effect from the Appointed Date, the Transferee Company shall, at any time, after the coming into effect of the Scheme in accordance with the provisions thereof, if so, required under any law or otherwise, execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to the Transferor Companies to which the Transferor Companies are parties, in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of the Scheme, be deemed to be authorized to execute any such writing on behalf of the Transferor Companies and to carry out or perform all such formalities or compliances referred to above on part of the Transferor Companies.



- 3.2** That the present Scheme, in no way, is a Scheme of Compromise or Arrangement with the Creditors, as all the Creditors will be paid in full as and when their respective amounts fall due in the usual course and therefore, the Scheme is not affecting the rights of the Creditors because the aggregate assets of the Transferor Companies and the Transferee Company are sufficient to meet the liabilities of all the Creditors of the Transferor Companies and the Transferee Company in full.
- 3.3** The present Scheme is not a Scheme of Corporate Debt Restructuring, as envisaged under Section 230(2)(c) of the Act.
- 3.4** From the Appointed Date and up to the date of the approval / sanction of the Scheme by the Hon'ble NCLT:
- 3.4.1** The Transferor Companies shall carry on and be deemed to have carried on all their respective businesses and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of their businesses and undertakings for and on account of and in trust for the Transferee Company.
- 3.4.2** Any income or profits accruing or arising to the Transferor Companies and all costs, charges, expenses and losses or taxes (including deferred tax balances, if any) incurred by the Transferor Companies shall for all purposes be treated as the income, profits, costs, charges, expenses and losses or taxes (including deferred tax balances, if any), as the case may be, of the Transferee Company and shall be available to the Transferee Company for being disposed of in any manner as it thinks fit.
- 3.5** The Transferor Companies shall carry on their activities with reasonable diligence, prudence and shall not venture into / expand any new business, alienate, charge, mortgage, encumber or otherwise deal with the assets or any part thereof except in the ordinary course of business without the prior consent of the Transferee Company.
- 3.6** The Transferor Companies undertake to carry on and shall be deemed to carry on the business activities and stand possessed properties and assets in and on account of trust for the Transferee Company.

AUTHORISED SHARE CAPITAL

- 4.1** Upon the Scheme coming into effect, there will be no change in the Authorised Share Capital and the shareholding of the Transferee Company.



PAID-UP SHARE CAPITAL

4.2 Since, all the Transferor Companies are direct/indirect wholly owned subsidiaries of the Transferee Company, the entire issued, subscribed and paid-up equity capital of Transferor Company Nos. 1 to 16 shall automatically stand cancelled and extinguished upon sanction of the Scheme. Upon sanction of the Scheme by the Hon'ble NCLT, no equity shares of the Transferee Company shall be allotted in lieu or exchange of its holding in the Transferor Companies, since Transferor Companies are the direct/indirect wholly-owned-subidiaries of the Transferee Company.

CANCELLATION OF COMPULSORILY CONVERTIBLE DEBENTURES (CCDs)

4.3 Since all the Transferor Companies shall stand dissolved without the process of winding-up pursuant to the Scheme, post approval of the Scheme by the Hon'ble NCLT and with effect from the Appointed Date, all the Compulsorily Convertible Debentures (CCDs) issued by the Transferor Company Nos. 1, 2, 3, 4, 5, 7, 9, 10, 11, 12, 13,14, 15, and 16 involved in the present Scheme shall stand cancelled and extinguished automatically and no new CCDs shall be required to be issued by the Transferee Company.

SECTION-D

ACCOUNTING TREATMENT OF THE SCHEME

5A. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEE COMPANY WITH RESPECT TO TRANSFEROR COMPANY NOS. 1 TO 7 AND 9 TO 16

Notwithstanding anything else contained in the Scheme, the Transferee Company shall account for the amalgamation of Transferor Company Nos. 1 to 7 and 9 to 16 in its books of account, underlying its separate financial statements in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Act, under the Companies (Indian Accounting Standards) Rules, 2015, as may be amended from time to time and the date of such accounting treatment would be in accordance with the applicable Ind AS:

5.1 The Transferee Company shall identify and recognise the individual identifiable assets acquired (including those assets that meet the definition of and recognition criteria for,



intangible assets in Ind AS 38 “Intangible Assets”) and liabilities assumed of each of the Transferor Company Nos. 1 to 7 and 9 to 16 at fair values after adjusting for 5.2 to 5.4 below;

- 5.2 The value of all investments, net of the impairment loss (if any), in accordance with Ind AS, held by the Transferee Company in the Transferor Company Nos. 1 to 7 and 9 to 16 shall stand cancelled pursuant to amalgamation;
- 5.3 Pursuant to the amalgamation of each of the Transferor Company Nos. 1 to 7 and 9 to 16 with the Transferee Company, the inter-company balances between the Transferee Company and/or of each of the Transferor Company Nos. 1 to 7 and 9 to 16, if any, appearing in the books of Transferee Company, shall stand cancelled and there shall be no further obligation in that behalf;
- 5.4 Difference, if any, arising after taking the effect of Clauses 5.1 and 5.2 above, after giving the effect of the adjustments referred to in Clause 5.3 above, subject to impairment assessment, is allocated to assets acquired, based on the substance of the transaction in the financial statements of the Transferee Company, such that no gain/ loss is recognized as part of the transaction;
- 5.5 For accounting purpose, the Scheme will be given effect on the date when all substantial conditions for transfer of the assets and liabilities of each of the Transferor Company Nos. 1 to 7 and 9 to 16 are completed;
- 5.6 Any matter not dealt with in the Clauses hereinabove, shall be dealt with in accordance with the Indian Accounting Standards, applicable to the Transferee Company.

5B ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEE COMPANY WITH RESPECT TO TRANSFEROR COMPANY NO. 8

Notwithstanding anything else contained in the Scheme, the Transferee Company shall account for the amalgamation of the Transferor Company No. 8 in accordance with ‘pooling of interest method’ as laid in Appendix C of Ind AS 103 notified under the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) notified under Section 133 of the Companies Act, 2013 and as may be amended from time to time, in its books of account such that:



- 5.1 The Transferee Company shall record the assets and liabilities, if any, of the Transferor Company No.8 vested in it, pursuant to the Scheme, at the respective carrying amounts, as appearing in the consolidated financial statements of the Transferee Company;
- 5.2 The identity of the reserves of the Transferor Company No. 8 shall be preserved and the Transferee Company shall record the reserves of the Transferor Company No. 8 in the same form and at the same values as they appeared in the consolidated financial statements of the Transferee Company;
- 5.3 Pursuant to the amalgamation of the Transferor Company No. 8 with the Transferee Company, the inter-company balances between the Transferee Company and the Transferor Company No. 8, if any, appearing in the books of the Transferee Company shall stand cancelled and there shall be no further obligation in that behalf;
- 5.4 The value of investments (net of impairment loss, if any), held by the Transferee Company in Transferor Company No. 8 shall stand cancelled and there shall be no further obligation in that behalf;
- 5.5 The surplus, if any, arising after taking the effect of Clauses 5.1 and 5.2 above, after giving the effect of the adjustments referred to in Clauses 5.3 and 5.4 above, shall be transferred to the "Capital Reserve" in the financial statements of the Transferee Company and shall be presented separately from other capital reserves with disclosure of its nature and purpose in the notes. The deficit, if any, arising after taking the effect of Clause 5.1, Clause 5.2 and Clause 5.4 above, after adjustment of Clause 5.3 above, shall first be adjusted with already existing credit balance in capital reserve, if any, then be debited to the Retained Earnings in the financial statements of transferee company;
- 5.6 In case of any differences in the accounting policies between the Transferor Company No. 8 and the Transferee Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the financial statements reflect the financial position, based on the consistent accounting policies;
- 5.7 Comparative financial information in the financial statements of the Transferee Company shall be restated for the accounting impact of the merger, as stated above, as if the merger had occurred from the beginning of the comparative period presented;
- 5.8 For accounting purpose, the Scheme will be given effect on the date when all substantial conditions for transfer of the Transferor Company No. 8 are completed;



- 5.9 Any matter not dealt with hereinabove, shall be dealt with in accordance with the requirement of applicable Ind AS.

SECTION-E

GENERAL TERMS AND CONDITIONS

6. AMENDMENTS TO THE MEMORANDUM & ARTICLES OF ASSOCIATION OF THE TRANSFEREE COMPANY

The Transferee Company shall make suitable alterations/ amendments to its Memorandum & Articles of Association, if so required and necessary, for proper implementation of the Scheme in compliance to the applicable provisions of the Act.

7. EFFECT OF THE SCHEME ON THE DIRECTORS, KEY MANAGERIAL PERSONNEL, PROMOTERS, CREDITORS, DEBENTURE HOLDERS AND OTHER STAKEHOLDERS

The effect of the Scheme on the Key Managerial Personnel, Directors, promoters, non-promoter members, debenture-holders, creditors, depositors, deposit trustees and debenture trustees and other stakeholders, if any of the Transferor Companies and the Transferee Company, respectively upon coming into effect is mentioned as under:

- 7.1** The existing Directors including Key Managerial Personnel, if any, of the Transferor Companies shall cease to be the Directors and Key Managerial Personnel of the Transferor Companies, respectively from the Scheme coming into effect without any further compliance of any other provisions of the Act, whereas there shall be no effect upon the Directors and Key Managerial Personnel of the Transferee Company. The Directors and Key Managerial Personnel of the Transferor Companies and the Transferee Company does not have any interest, whether, material or immaterial, financial, or non-financial or otherwise, in the proposed Scheme except, to the extent of their remuneration due, if any, till the Scheme coming into effect, in their professional capacity.
- 7.2** The creditors of the Transferor Companies will be paid in full as and when their respective amounts fall due in the usual course and therefore, the Scheme will never be affecting the rights of the creditors in any manner, because the aggregate of assets of the Transferor Companies and the Transferee Company are sufficient to meet the liabilities of all the creditors of the Transferor Companies and the Transferee Company in full.



- 7.3 The Transferor Company Nos. 1 to 5, 7 and 9 to 16 as on date have debenture holders and the Transferor Company Nos. 6 and 8 do not have any debenture holders.
- 7.4 The Transferor Companies and the Transferee Company as on date do not have any non-promoter members, depositors, deposit trustees and debenture trustees.
- 7.5 Upon the Scheme coming into effect, the Transferor Company Nos.1 to 16 shall stand merged/ amalgamated with the Transferee Company. There shall be no change in the promoters of the Transferee Company.

8. CLARIFICATION ON TAX

- 8.1 Any tax liabilities under the Income-tax Act, 1961, Customs Act, 1962, Central Excise Act, 1944, State Sales Tax Laws, Central Sales Tax Act, 1956, Value Added Tax (VAT), Service Tax Rules, Goods and Services Tax (GST) or other applicable laws/ regulations/rules dealing with taxes/ duties/ levies (hereinafter in this Clause referred to as "Tax Laws") allocable or related to the businesses of the Transferor Companies to the extent not provided for or covered by tax provisions in the accounts made as on the date, immediately preceding the Appointed Date shall belong to the Transferee Company. Any surplus in the provision for taxation/ duties/ levies accounts, including prepaid taxes i.e. TDS, self-assessment tax, advance tax and withholding tax as on the date immediately preceding the Appointed Date will also be transferred to the account of the Transferee Company. Any refund under the Tax Laws due to the Transferor Companies, consequent to the assessments made on the Transferor Companies and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by Transferee Company.
- 8.2 All taxes (including income tax, sales tax, excise duty, customs duty, service tax, VAT, GST etc.) paid or payable by the Transferor Companies in respect of the operations and/or the profits from the business before the Appointed Date, shall be on account of the Transferee Company and in so far, as it relates to the tax payment (including, without limitation, sales tax, excise duty, customs duty, income tax, service tax, GST, VAT, etc.), whether by way of deduction at source, self-assessment tax, advance tax or otherwise howsoever, by the Transferor Companies and in respect of the profits or activities or operation of the business after 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 Upon the Scheme becoming effective, the Transferee Company is also expressly permitted to revise its income tax returns, fringe benefit tax returns and other direct and indirect tax returns filed under the relevant tax laws and to claim refunds, prepaid taxes i.e. TDS, self-assessment tax, advance tax and withholding tax credits etc., pursuant to the provisions of the Scheme. It is also clarified that all taxes and/or claims payable by the Transferor Companies from the Appointed Date onwards be treated as the tax liabilities and/ or claims of the Transferee Company.

8.4 The amalgamation of the Transferor Companies with the Transferee Company shall take place in accordance with the Scheme as per the provisions of Section 2(1B) of the Income-tax Act, 1961.

9. LEGAL PROCEEDINGS

9.1 All legal proceedings of whatsoever nature by or against the Transferor Companies pending and/ or arising at the Appointed Date and relating to the Transferor Companies or their properties, assets, debts, rights, liabilities, duties and obligations referred above, shall be continued and/ or enforced until the approval of the Scheme, as desired by the Transferee Company and as and from the approval of the Scheme, 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. On and from the approval of the Scheme, the Transferee Company shall or may, if required, initiate any legal proceedings in its name in relation to the Transferor Companies in the same manner and to the same extent as would or might have been initiated by the Transferor Companies.

9.2 After the Scheme coming into effect, if any proceedings are taken against the Transferor Companies, the same shall be defended by and at the cost of the Transferee Company.

9.3 Upon the Scheme coming into effect, with effect from the Appointed Date, the Transferee Company shall bear the burden and reap the benefits of any legal or other proceedings initiated by or against the Transferor Companies.



10. CONTRACTS AND DEEDS

- 10.1** Subject to the other provisions of the Scheme, all contracts, deeds, bonds, agreements, licenses, insurance policies and other instruments, if any, of whatsoever nature to which the Transferor Companies are parties and subsisting or having effect, on the date of sanction of the Scheme, shall be in full force and effect against or in favour of the Transferee Company, as the case may be and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party thereto.
- 10.2** The Transferee Company may enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novation, to which the Transferor Companies will, if necessary, also be party in order to give formal effect to the provisions of the Scheme, if so required or if so considered necessary. The Transferee Company shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Transferor Companies and to implement or carry out all formalities required on the part of the Transferor Companies and to give effect to the provisions of the Scheme. It is clarified that any inter-se contracts between and amongst the Transferor Companies and the Transferee Company as on the sanction of the Scheme shall stand merged and vest in the Transferee Company.
- 10.3** All subsisting agreements/ arrangements/ licenses/ permissions/ registrations of the Transferor Companies relating to the use of patents, patent applications, trademarks (including logos), brands, designs, copyrights, domain names, payment gateways, websites and / or technology and all other intellectual properties and rights, shall accrue to and for the benefit of the Transferee Company.
- 10.4** The Scheme shall not in any manner effect the rights of the creditors, if any, of the Transferor Companies or the Transferee Company, in particular the secured and unsecured creditors shall continue to enjoy and hold charge, if any, upon their respective securities.

11. SAVING OF CONCLUDED TRANSACTIONS

The transfer of the Merged Undertakings of the Transferor Companies to the Transferee Company and the continuance of all contracts or proceedings by or against the Transferor Companies shall not affect any contracts or proceedings already



concluded by the Transferor Companies on or after the Appointed Date and the Transferee Company accepts and adopts all acts, deeds, matters and things done and/or executed by the Transferor Companies in regard thereto, as having been done or executed on behalf of the Transferee Company.

12. DISSOLUTION OF TRANSFEROR COMPANY NOS. 1 TO 16 WITHOUT THE PROCESS OF WINDING-UP

12.1 On the Scheme coming into effect, the Transferor Company Nos.1 to 16 shall, without any further act or deed, stand dissolved without the process of winding-up.

12.2 Upon the Scheme coming into effect, all the existing equity shares and/or share certificates pertaining to the equity shares of the Transferor Companies as on the Scheme coming into effect, shall stand cancelled and will become invalid and shall cease to be transferable.

13. REDUCTION OF CAPITAL

The Scheme does not envisage any reduction of capital. The Scheme is built on the economic justification that it will enable the Transferee Company to leverage synergies, strengths and financial resources of the entities post amalgamation and consequently enable it to secure operational efficiencies by improved management of costs and resources. The Transferee Company will thus have access to augmented financial resource base and reserves post amalgamation.

14. STAFF, WORKMEN AND EMPLOYEES

14.1 On the coming into effect of the Scheme, all staff, workmen and employees of Transferor Company Nos.1 to 16 in service on such date, shall become the staff and employees of Transferee Company without any interruption or break in their service and on the basis of continuity of service and the terms and conditions of their employment with Transferee Company shall not be less favourable than those applicable to them with reference to Transferor Company Nos.1 to 16.

14.2 Upon the Scheme coming into effect, all staff welfare schemes including the existing Provident Fund, Gratuity Fund and/ or schemes and trusts, including employees' welfare trust, created by Transferor Company Nos.1 to 16 for their employees shall be transferred to the Transferee Company. The Transferor Company Nos.1 to 16 shall take



all steps, necessary for the transfer, wherever applicable, of the Provident Fund, Gratuity Fund and/ or schemes and trusts, including employees' welfare trust, pursuant to the Scheme, to Transferee Company. All obligations of Transferor Company Nos.1 to 16 with regard to the said Fund or Funds as defined in the respective trust deed and rules shall be taken over by the Transferee Company from the Scheme coming into effect that all rights, duties, powers and obligations of Transferor Company Nos.1 to 16 in relation to such Fund or Funds shall become those of Transferee Company and all the rights, duties and benefits of the employees employed in Transferor Company Nos.1 to 16 under such Funds and Trusts shall be fully protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff, workmen and employees of Transferor Company Nos.1 to 16 will be treated as having been continuous for the purpose of the said Fund or Funds.

15. APPLICATION(S) TO THE HON'BLE NCLT

The Transferor Company Nos. 1 to 16 and the Transferee Company shall, with all reasonable dispatch, make application(s) to the relevant Bench of the Hon'ble NCLT for sanctioning of the Scheme under Sections 230-232 of the Act and all other matters ancillary or incidental thereto and for consequent dissolution of the Transferor Company Nos. 1 to 16 without winding-up or liquidation and apply for and obtain such other approvals, as required under the law.

Provided that notwithstanding anything contained in the present Scheme, the Transferor Company Nos. 1 to 16 and the Transferee Company shall, where the situation so warrants, with all reasonable dispatch, make such appeals, applications, petitions etc. to the Hon'ble NCLT, Hon'ble NCLAT or the Hon'ble Supreme Court of India or such other competent Authority having jurisdiction, as are necessary for the purpose of sanctioning and effective implementation of the present Scheme.

16. MODIFICATIONS / AMENDMENTS TO THE SCHEME

- 16.1** The Transferor Company Nos. 1 to 16 and the Transferee Company, through their respective Board of Directors, may make and / or consent to any modifications/ amendments to the Scheme or to any conditions or limitations that the Hon'ble NCLT or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by the Board of Directors of the



respective companies. The Transferor Company Nos.1 to 16 and the Transferee Company by their respective Board of Directors shall be authorized to take all such steps, as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or order of any other authority or otherwise, however arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.

- 16.2** The Transferee Company even after the Scheme coming into effect may approach the Hon'ble NCLT or other concerned/competent authority(ies) for any incidental orders to remove any deficiency or to overcome any difficulty in implementation of the Scheme or clear any ambiguity or to comply with any statutory requirement which necessitates the order of the Hon'ble NCLT or other concerned/competent authority(ies).

17. CONDITIONALITY OF SCHEME

The Scheme is conditional upon relevant approvals, as required in accordance with law and subject to the sanction of the Hon'ble NCLT under Sections 230-232 of the Act in favour of the Transferor Company Nos. 1 to 16 and the Transferee Company under the said provisions and to the necessary Order under Sections 230-232 of the Act being obtained.

18. EFFECT OF NON-APPROVALS

It is provided that in case, if the Board of Directors of any of the Companies as being part of the Scheme, at any stage prior to the Scheme coming into effect, decide not to proceed further with the Scheme and withdraw the consent of the respective Company to the Scheme, in such case, the future course of action in relation to the continuity of the Scheme before the Hon'ble NCLT will be decided upon by the respective Board of Directors accordingly.

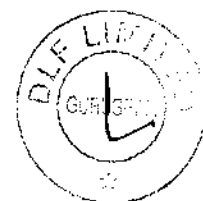
19. COSTS, CHARGES AND EXPENSES

All costs, charges, taxes including duties (including the stamp duty and/ or transfer charges, if any, applicable in relation to the Scheme), levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferor Company Nos. 1 to 16 and



the Transferee Company, arising out of or incurred in carrying out and implementing the Scheme and matters incidental thereto shall be borne and paid by the Transferee Company.

20. It is hereby clarified that nothing in the Scheme of Amalgamation shall prevent the Transferee Company to issue any further capital, declaration of dividend, convert any convertible debt instrument that is issued / to be issued by the Transferee Company to any person, including but not limited to promoters or any other investors, raising of funds by issue of equity shares and/or preference shares and/or any convertible/ non-convertible securities/ instruments/bonus shares/rights offer or in any other manner, subject to compliance of the applicable laws during pendency of the Scheme before any authority including Hon'ble NCLT /Hon'ble NCLAT, as the case may be.
21. That the Transferor Company Nos. 1 to 16 and the Transferee Company shall also take all such other steps, as may be necessary or expedient to give full and formal effect to and implement to the provisions of the Scheme.
22. The Scheme shall not be deemed to exempt the Companies involved in the present Scheme from any taxes, liabilities, charges to be imposed/levied in accordance with the law and the same shall be paid/discharged by the Transferee Company in accordance with law. The sanctioning of the Scheme ipso facto would not grant any immunity qua any liabilities that may be imposed on it under the relevant provisions of the Income-tax Act, 1961 or any other statute, in accordance with law. The Transferee Company shall comply with all the applicable provisions of the Income-tax Act, 1961, all other applicable laws and to discharge all liabilities including the liabilities of Transferor Company Nos. 1 to 16, as and when the same falls due and payable in accordance with law. That the carry forward and set-off of accumulated losses and unabsorbed depreciation allowance in amalgamation, if any, shall be subject to the applicable provisions of Income Tax including Section 72A and Section 79 of the Income-tax Act, 1961.
23. Any error, mistake, omission, commission which is apparent and/or absurd in the Scheme should be read in a manner which is appropriate to the intent and purpose of the Scheme and in line with the preamble as mentioned hereinabove.



24. Upon the Scheme coming into effect, the Resolutions, if any, of the Transferor Company Nos. 1 to 16, which are valid and subsisting on the Scheme coming into effect, shall continue to be valid and subsisting, without any further act, instrument or deed and be considered as Resolutions of the Transferee Company and if such Resolutions have upper monetary or other limits being imposed under the provisions of the Act, or any other applicable provisions, then the said limits shall be added and shall constitute the aggregate of the said limits in the Transferee Company.

25. **SEVERABILITY**

25.1 If any provision or part of the Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Companies involved in the Scheme, affect the validity or implementation of the other provisions or parts of this Scheme.

25.2 In the event of any inconsistency between any of the terms and conditions of any earlier arrangements entered into by the Transferor Company Nos. 1 to 16 or the Transferee Company including with their respective Shareholders, Compulsorily Convertible Debenture Holders, Creditors and/ or other counter parties and the terms and conditions of the Scheme, the latter shall have overriding effect and shall prevail.



AARALYN BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091946

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF AARALYN BUILDERS & DEVELOPERS PRIVATE LIMITED AT ITS MEETING HELD ON 25th OCTOBER 2024.**

"RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the 'Rules') and other applicable Rules made thereunder, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], relevant provisions of the Memorandum and Articles of Association of the Company, approval of the Board of Directors of the Company, subject to the requisite approval(s) of the shareholders and creditors of the Company and such other approvals/ sanctions of the Hon'ble National Company Law Tribunal ('NCLT')/Hon'ble National Company Law Appellate Tribunal ('NCLAT') and other competent Court(s), judicial or quasi-judicial authority(ies) or any other regulatory/ government bodies/ tribunals or institutions, as may be applicable [hereinafter collectively referred as the "Concerned Authority(ies)"] and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any one of them, be and is hereby accorded to the Scheme of Amalgamation (the 'Scheme') as per the terms and conditions mentioned in the Scheme involving:

1. **Aaralyn Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091946) (Transferor Company No.1)
2. **Afaaf Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089505)..... (Transferor Company No. 2)
3. **Akina Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089506) (Transferor Company No. 3)
4. **Arlie Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091949)..... (Transferor Company No. 4)
5. **Atherol Builders & Developers Private Limited**
(CIN : U45400HR2007PTC089790)..... (Transferor Company No. 5)
6. **Cadence Real Estates Private Limited**
(CIN : U45201HR2006PTC091311)..... (Transferor Company No. 6)
7. **Demarco Developers and Constructions Private Limited**
(CIN : U45400HR2007PTC036803)..... (Transferor Company No. 7)
8. **DLF Universal Limited**
(CIN : U55100HR1980PLC034800)..... (Transferor Company No. 8)
9. **Hoshi Builders & Developers Private Limited**
(CIN : U45200HR2006PTC089905)..... (Transferor Company No. 9)
10. **Jayantil Real Estate Developers Private Limited**
(CIN : U45201HR2005PTC091315)..... (Transferor Company No. 10)

For Aaralyn Builders & Developers Pvt. Ltd.


Director

AARALYN BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091946

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

11. Mufallah Builders & Developers Private Limited
(CIN : U45201HR2006PTC091958)..... (Transferor Company No. 11)
12. Ophira Builders & Developers Private Limited
(CIN : U45200HR2006PTC091961)..... (Transferor Company No. 12)
13. Oriel Real Estates Private Limited
(CIN : U70101HR2014PTC107211)..... (Transferor Company No. 13)
14. Sagardutt Builders & Developers Private Limited
(CIN : U45201HR2006PTC091320)..... (Transferor Company No. 14)
15. Vamil Builders & Developers Private Limited
(CIN : U45201HR2006PTC092046)..... (Transferor Company No. 15)
16. Verano Builders & Developers Private Limited
(CIN : U70101HR2007PTC091412)..... (Transferor Company No. 16)

With

17. DLF Limited
(CIN : L70101HR1963PLC002484)..... (Transferee
Company)

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April 2024 or such other date, as may be agreed upon in writing by the Board of Directors of the Transferor and Transferee Company(ies) or as may be ordered / approved by the Hon'ble NCLT (the 'Appointed Date').

RESOLVED FURTHER THAT the Board took note that the Transferor Companies No. 1 to 16 are direct and/or indirect wholly-owned subsidiaries of the Transferee Company and pursuant to the Scheme the entire issued, subscribed and paid-up share capital of these companies and Convertible securities, if any, issued by the Transferor Companies and subscribed by the Transferee Company shall get extinguished and cancelled upon merger.

RESOLVED FURTHER THAT the Board does take note that the Accounting Treatment outlined in the Scheme is in compliance with the applicable Ind AS notified under the Act and other Generally Accepted Accounting Principles.

RESOLVED FURTHER THAT the Board does take note and opine that the draft Scheme will be advantageous and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Pankaj Kumar Chaturvedi, Mr. Narendra Singh and Mr. Sumit Dalal, Directors and Mr. Puneet Rakheja, Mr. R.P. Punjani, Mr. Pankaj Kumar Jain, Mr. Atul Aggarwal, Mr. Sandeep Datta and Ms. Nikita Rinwa, Authorized Signatories [hereinafter jointly referred to as ('Authorized Signatories')], be and are hereby severally authorized to convey on behalf of the Company (being shareholder

For Aaralyn Builders & Developers Pvt. Ltd.


Director

AARALYN BUILDERS & DEVELOPERS PRIVATE LIMITED

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or class of shareholders and/or creditor or class of creditors or debenture holders, if any, of the Transferor Company (ies)/ Transferee Company), the consent, support and no-objection to any application for seeking dispensation of the meeting(s) of equity or preference shareholders or any class of shareholders or debenture holders or any class of debenture holders and/or creditors or any class of creditors of the Transferor Company (ies)/ Transferee Company, for approving the Scheme, as may be filed by the Transferor Company(ies)/ Transferee Company in connection with the Scheme proposed to be filed before the Hon'ble NCLT and/ or any person or other concerned authority(ies), as relevant.

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board (duly initiated by the Chairman for the purpose of identification), be and is hereby approved and the Authorized Signatories be and are hereby severally authorized to finalize the Scheme which includes any addition(s), modification(s), alteration(s), amendment(s) or rectification(s) in the Scheme and/ or in any other document(s) related thereto, at any stage, as may be expedient or necessary in this regard and to do all such acts, deeds, things and matters, as may be considered necessary, incidental or ancillary thereto.

RESOLVED FURTHER THAT all the above Authorized Signatories be and are hereby severally authorized, for and on behalf of the Company, to take all necessary steps to give effect to this Resolution including but not limited:

- (1) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/ or creditors of the Company and draft of the explanatory statements as per the provisions under Sections 230 to 232 of the Act, read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT and assent to such alteration(s), condition(s) and modification(s), if any, in the notices and explanatory statements, as may be prescribed or directed by the Hon'ble NCLT/ Hon'ble NCLAT or effect any other modification(s) or amendment(s) as they may consider necessary or desirable to give effect to the Scheme;
- (2) To file the Scheme with the concerned/ appropriate authorities and to obtain the requisite approval(s), if required under the applicable law(s);
- (3) To make any alteration(s)/ modification(s)/ addition(s)/ rectification(s) in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements directed by the Hon'ble NCLT/ Hon'ble NCLAT and/ or any other statutory/ regulatory/ concerned authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme;
- (4) To sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meetings of the shareholders/ creditors of the Company and where necessary, to take steps to convene and hold such meetings, as per the directions of the Hon'ble NCLT and/ or any other statutory/regulatory/ concerned authorities;

For Aaralyn Builders & Developers Pvt. Ltd.


Director

AARALYN BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091946

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- (5) To sign, modify and file petitions, pleadings, affidavits, applications, appeals, statements, memos and to engage/ remove counsels, advocates, Chartered Accountants and other Professional/ legal experts/ intermediaries and to do all such acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Act including any statutory amendments, modifications or re-enactments thereof, for the time being in force in connection with the sanction of the Scheme by the Hon'ble NCLT or any other Concerned Authority (ies);
- (6) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons as per the directions of the Hon'ble NCLT and/ or any other Concerned Authority(ies);
- (7) To appoint accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and to fix their remuneration;
- (8) To represent before the Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/or any other statutory/ regulatory/ concerned authorities, wherever required for the Scheme and to do all such acts, deeds, matters and things, as may be at their discretion deem necessary or desirable for such purpose and with powers of the Company, to settle any queries, difficulties or doubts that may arise in this regard and as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to this Resolution;
- (9) To make or assent to any alteration(s), modification(s) in the Scheme or to any condition(s) or limitation(s) which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (10) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds, things and matters, as may be necessary in this regard;
- (11) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnama etc., as may be necessary, before the Hon'ble NCLT, any court or any authority(ies) etc.;
- (12) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval from the requisite majority of members or class of members or creditors or class of creditors as required under law and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;

For Aaralyn Builders & Developers Pvt. Ltd.


Director

AARALYN BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091946

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- (13) To send the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of concerned region, income tax authorities, concerned Registrar of Companies, concerned Official Liquidator or to such other authorities as may be required, for necessary action on their part under the Act and relevant Rules in this regard and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;
- (14) To obtain order of the Hon'ble NCLT, approving the Scheme and to file the same with the concerned Registrar of Companies or such other authorities, as may be required so as to make the sanctioned Scheme effective;
- (15) To affix the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on such documents, as may be necessary in this regard;
- (16) To sign, modify and file appeal(s), application(s) etc. before the Hon'ble NCLT, NCLAT, High Court(s), Hon'ble Supreme Court of India or any other court/authority/tribunal, regarding the proposed Scheme;
- (17) To withdraw the Scheme, filed before the concerned Government/Statutory authorities and the Hon'ble Tribunal(s), if required, under the applicable law(s);
- (18) To do all further acts, deeds, matters and things, as may be necessary, proper, desirable and expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;
- (19) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company;
- (20) To delegate the powers granted to the Authorized Signatories to such other person(s) as they may deem necessary or expedient in the interest of the Company in relation to implementation of this Resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT a certified true Copy of this Resolution be furnished to anyone concerned or interested in the matter or whenever required, under the signatures of any one of the Directors of the Company."

Certified True Copy

for Aaralyn Builders & Developers Private Limited

For Aaralyn Builders & Developers Pvt. Ltd.

**(Narendra Singh)
Director
DIN: 07213148**


Director



AFAAF BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN-U45201HR2006PTC089505

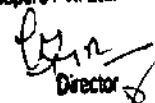
Regd. Office: 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF
AFAAF BUILDERS & DEVELOPERS PRIVATE LIMITED AT ITS MEETING HELD ON
25th OCTOBER 2024.**

"RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the 'Rules') and other applicable Rules made thereunder, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], relevant provisions of the Memorandum and Articles of Association of the Company, approval of the Board of Directors of the Company, subject to the requisite approval(s) of the shareholders and creditors of the Company and such other approvals/ sanctions of the Hon'ble National Company Law Tribunal ('NCLT')/Hon'ble National Company Law Appellate Tribunal ('NCLAT') and other competent Court(s), judicial or quasi-judicial authority(ies) or any other regulatory/ government bodies/ tribunals or institutions, as may be applicable [hereinafter collectively referred as the "Concerned Authority(ies)"] and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any one of them, be and is hereby accorded to the Scheme of Amalgamation (the 'Scheme') as per the terms and conditions mentioned in the Scheme involving:

1. **Aaralyn Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091946) (Transferor Company No.1)
2. **Afaaf Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089505)..... (Transferor Company No. 2)
3. **Akina Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089506) (Transferor Company No. 3)
4. **Artie Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091949)..... (Transferor Company No. 4)
5. **Atherol Builders & Developers Private Limited**
(CIN : U45400HR2007PTC089790)..... (Transferor Company No. 5)
6. **Cadence Real Estates Private Limited**
(CIN : U45201HR2006PTC091311)..... (Transferor Company No. 6)
7. **Demarco Developers and Constructions Private Limited**
(CIN : U45400HR2007PTC036803)..... (Transferor Company No. 7)
8. **DLF Universal Limited**
(CIN : U55100HR1980PLC034800)..... (Transferor Company No. 8)
9. **Hoshi Builders & Developers Private Limited**
(CIN : U45200HR2006PTC089905)..... (Transferor Company No. 9)
10. **Jayanti Real Estate Developers Private Limited**
(CIN : U45201HR2005PTC091315)..... (Transferor Company No. 10)

For Afaaf Builders & Developers Pvt. Ltd.


Director

AFAAF BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN-U45201HR2006PTC089505

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Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

11. **Mufallah Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091958)..... (Transferor Company No. 11)
12. **Ophira Builders & Developers Private Limited**
(CIN : U45200HR2006PTC091961)..... (Transferor Company No. 12)
13. **Oriel Real Estates Private Limited**
(CIN : U70101HR2014PTC107211)..... (Transferor Company No. 13)
14. **Sagardutt Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091320)..... (Transferor Company No. 14)
15. **Vamil Builders & Developers Private Limited**
(CIN : U45201HR2006PTC092046)..... (Transferor Company No. 15)
16. **Verano Builders & Developers Private Limited**
(CIN : U70101HR2007PTC091412)..... (Transferor Company No. 16)

With

17. **DLF Limited**
(CIN : L70101HR1963PLC002484)..... (Transferee
Company)

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April 2024 or such other date, as may be agreed upon in writing by the Board of Directors of the Transferor and Transferee Company(ies) or as may be ordered / approved by the Hon'ble NCLT (the 'Appointed Date').

RESOLVED FURTHER THAT the Board took note that the Transferor Companies No. 1 to 16 are direct and/or indirect wholly-owned subsidiaries of the Transferee Company and pursuant to the Scheme the entire issued, subscribed and paid-up

share capital of these companies and Convertible securities, if any, issued by the Transferor Companies and subscribed by the Transferee Company shall get extinguished and cancelled upon merger.

RESOLVED FURTHER THAT the Board does take note that the Accounting Treatment outlined in the Scheme is in compliance with the applicable Ind AS notified under the Act and other Generally Accepted Accounting Principles.

RESOLVED FURTHER THAT the Board does take note and opine that the draft Scheme will be advantageous and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Pankaj Kumar Chaturvedi, Mr. Narendra Singh and Mr. Sumit Datal, Directors and Mr. Puneet Rakheja, Mr. R.P. Punjani, Mr. Pankaj Kumar Jain, Mr. Atul Aggarwal, Mr. Sandeep Datta and Ms. Nikita Rinwa, Authorized Signatories [hereinafter jointly referred to as ('Authorized Signatories')], be and are hereby severally authorized to convey on behalf of the Company (being shareholder or class of shareholders and/or creditor or class of creditors or

For Afaaf Builders & Developers Pvt. Ltd.


Director

AFAAF BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN-U45201HR2006PTC089505

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debenture holders, if any, of the Transferor Company (ies)/ Transferee Company), the consent, support and no-objection to any application for seeking dispensation of the meeting(s) of equity or preference shareholders or any class of shareholders or debenture holders or any class of debenture holders and/or creditors or any class of creditors of the Transferor Company (ies)/ Transferee Company, for approving the Scheme, as may be filed by the Transferor Company(ies)/ Transferee Company in connection with the Scheme proposed to be filed before the Hon'ble NCLT and/ or any person or other concerned authority(ies), as relevant.

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board (duly initialed by the Chairman for the purpose of identification), be and is hereby approved and the Authorized Signatories be and are hereby severally authorized to finalize the Scheme which includes any addition(s), modification(s), alteration(s), amendment(s) or rectification(s) in the Scheme and/ or in any other document(s) related thereto, at any stage, as may be expedient or necessary in this regard and to do all such acts, deeds, things and matters, as may be considered necessary, incidental or ancillary thereto.

RESOLVED FURTHER THAT all the above Authorized Signatories be and are hereby severally authorized, for and on behalf of the Company, to take all necessary steps to give effect to this Resolution including but not limited:

- (1) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/ or creditors of the Company and draft of the explanatory statements as per the provisions

under Sections 230 to 232 of the Act, read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT and assent to such alteration(s), condition(s) and modification(s), if any, in the notices and explanatory statements, as may be prescribed or directed by the Hon'ble NCLT/ Hon'ble NCLAT or effect any other modification(s) or amendment(s) as they may consider necessary or desirable to give effect to the Scheme;

- (2) To file the Scheme with the concerned/ appropriate authorities and to obtain the requisite approval(s), if required under the applicable law(s);
- (3) To make any alteration(s)/ modification(s)/ addition(s)/ rectification(s) in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements directed by the Hon'ble NCLT/ Hon'ble NCLAT and/ or any other statutory/ regulatory/ concerned authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme;
- (4) To sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meetings of the shareholders/ creditors of the Company and where necessary, to take steps to convene and hold such meetings, as per the directions of the Hon'ble NCLT and/or any other statutory/regulatory/ concerned authorities;
- (5) To sign, modify and file petitions, pleadings, affidavits, applications, appeals, statements, memos and to engage/ remove counsels, advocates, Chartered Accountants and other Professional/ legal experts/ intermediaries and to do all such acts, deeds, matters and things as may be necessary or required under or

For Afaaf Builders & Developers Pvt. Ltd.


Director

AFAAF BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN-U45201HR2006PTC089505

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pursuant to the applicable provisions of the Act including any statutory amendments, modifications or re-enactments thereof, for the time being in force in connection with the sanction of the Scheme by the Hon'ble NCLT or any other Concerned Authority (ies);

- (6) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons as per the directions of the Hon'ble NCLT and/ or any other Concerned Authority(ies);
- (7) To appoint accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and to fix their remuneration;
- (8) To represent before the Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/or any other statutory/ regulatory/ concerned authorities, wherever required for the Scheme and to do all such acts, deeds, matters and things, as may be at

their discretion deem necessary or desirable for such purpose and with powers of the Company, to settle any queries, difficulties or doubts that may arise in this regard and as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to this Resolution;

- (9) To make or assent to any alteration(s), modification(s) in the Scheme or to any condition(s) or limitation(s) which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (10) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds, things and matters, as may be necessary in this regard;
- (11) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnama etc., as may be necessary, before the Hon'ble NCLT, any court or any authority(ies) etc.;
- (12) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval from the requisite majority of members or class of members or creditors or class of creditors as required under law and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;

For Afaaf Builders & Developers Pvt. Ltd.


Director

AFAAF BUILDERS & DEVELOPERS PRIVATE LIMITED

CTIN-U45201HR2006PTC089505

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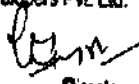
- (13) To send the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of concerned region, income tax authorities, concerned Registrar of Companies, concerned Official Liquidator or to such other authorities as may be required, for necessary action on their part under the Act and relevant Rules in this regard and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;
- (14) To obtain order of the Hon'ble NCLT, approving the Scheme and to file the same with the concerned Registrar of Companies or such other authorities, as may be required so as to make the sanctioned Scheme effective;
- (15) To affix the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on such documents, as may be necessary in this regard;
- (16) To sign, modify and file appeal(s), application(s) etc. before the Hon'ble NCLT, NCLAT, High Court(s), Hon'ble Supreme Court of India or any other court/authority/tribunal, regarding the proposed Scheme;
- (17) To withdraw the Scheme, filed before the concerned Government/Statutory authorities and the Hon'ble Tribunal(s), if required, under the applicable law(s);
- (18) To do all further acts, deeds, matters and things, as may be necessary, proper, desirable and expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;
- (19) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company;
- (20) To delegate the powers granted to the Authorized Signatories to such other person(s) as they may deem necessary or expedient in the interest of the Company in relation to implementation of this Resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT a certified true Copy of this Resolution be furnished to anyone concerned or interested in the matter or whenever required, under the signatures of any one of the Directors of the Company."

**Certified True Copy
for Afaaf Builders & Developers Private Limited**

For Afaaf Builders & Developers Pvt. Ltd.

(Narendra Singh)
Director
DIN: 07213148


Director



AKINA BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN-U45201HR2006PTC089506

Regd. Office: 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram – 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF
AKINA BUILDERS & DEVELOPERS PRIVATE LIMITED AT ITS MEETING HELD ON
25th OCTOBER 2024.**

"RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (**the 'Act'**) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**the 'Rules'**) and other applicable Rules made thereunder, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], relevant provisions of the Memorandum and Articles of Association of the Company, approval of the Board of Directors of the Company, subject to the requisite approval(s) of the shareholders and creditors of the Company and such other approvals/ sanctions of the Hon'ble National Company Law Tribunal (**'NCLT'**)/Hon'ble National Company Law Appellate Tribunal (**'NCLAT'**) and other competent Court(s), judicial or quasi-judicial authority(ies) or any other regulatory/ government bodies/ tribunals or institutions, as may be applicable [hereinafter collectively referred as the **"Concerned Authority(ies)"**] and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any one of them, be and is hereby accorded to the Scheme of Amalgamation (**the 'Scheme'**) as per the terms and conditions mentioned in the Scheme involving:

1. **Aaralyn Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091946) (Transferor Company No.1)
2. **Afaaf Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089505)..... (Transferor Company No. 2)
3. **Akina Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089506) (Transferor Company No. 3)
4. **Arlie Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091949)..... (Transferor Company No. 4)
5. **Atherol Builders & Developers Private Limited**
(CIN : U45400HR2007PTC089790)..... (Transferor Company No. 5)
6. **Cadence Real Estates Private Limited**
(CIN : U45201HR2006PTC091311)..... (Transferor Company No. 6)
7. **Demarco Developers and Constructions Private Limited**
(CIN : U45400HR2007PTC036803)..... (Transferor Company No. 7)
8. **DLF Universal Limited**
(CIN : U55100HR1980PLC034800)..... (Transferor Company No. 8)
9. **Hoshi Builders & Developers Private Limited**
(CIN: U45200HR2006PTC089905)..... (Transferor Company No. 9)
10. **Jayanti Real Estate Developers Private Limited**
(CIN : U45201HR2005PTC091315)..... (Transferor Company No. 10)

For Akina Builders & Developers Pvt. Ltd.

Vikram D
Director

AKINA BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN-U45201HR2006PTC089506

Regd. Office: 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram – 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

11. **Mufallah Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091958)..... (Transferor Company No. 11)
12. **Ophira Builders & Developers Private Limited**
(CIN : U45200HR2006PTC091961)..... (Transferor Company No. 12)
13. **Oriel Real Estates Private Limited**
(CIN : U70101HR2014PTC107211)..... (Transferor Company No. 13)
14. **Sagardutt Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091320)..... (Transferor Company No. 14)
15. **Vamil Builders & Developers Private Limited**
(CIN : U45201HR2006PTC092046)..... (Transferor Company No. 15)
16. **Verano Builders & Developers Private Limited**
(CIN : U70101HR2007PTC091412)..... (Transferor Company No. 16)

With

17. **DLF Limited**
(CIN : L70101HR1963PLC002484)..... (Transferee Company)

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April 2024 or such other date, as may be agreed upon in writing by the Board of Directors of the Transferor and Transferee Company(ies) or as may be ordered / approved by the Hon'ble NCLT (the 'Appointed Date').

RESOLVED FURTHER THAT the Board took note that the Transferor Companies No. 1 to 16 are direct and/or indirect wholly-owned subsidiaries of the Transferee Company and pursuant to the Scheme the entire issued, subscribed and paid-up share capital of these companies and Convertible securities, if any, issued by the Transferor Companies and subscribed by the Transferee Company shall get extinguished and cancelled upon merger.

RESOLVED FURTHER THAT the Board does take note that the Accounting Treatment outlined in the Scheme is in compliance with the applicable Ind AS notified under the Act and other Generally Accepted Accounting Principles.

RESOLVED FURTHER THAT the Board does take note and opine that the draft Scheme will be advantageous and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Jeetendra Kumar Patel, Mr. Rakesh Kumar Sharma and Mr. Vicky Arora, Directors and Mr. Puneet Rakheja, Mr. R.P. Punjani, Mr. Pankaj Kumar Jain, Mr. Atul Aggarwal, Mr. Sandeep Datta and Ms. Nikita Rinwa, Authorized Signatories [hereinafter jointly referred to as ('Authorized Signatories')], be and are hereby severally authorized to convey on behalf of the Company (being shareholder or class of shareholders and/or creditor or class of creditors or debenture holders, if any, of the Transferor Company (ies)/ Transferee Company), the consent, support and no-objection to any application for seeking dispensation

For Akina Builders & Developers Pvt. Ltd.

Vicky Arora
Director

AKINA BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN-U45201HR2006PTC089506

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of the meeting(s) of equity or preference shareholders or any class of shareholders or debenture holders or any class of debenture holders and/or creditors or any class of creditors of the Transferor Company (ies)/ Transferee Company, for approving the Scheme, as may be filed by the Transferor Company(ies)/ Transferee Company in connection with the Scheme proposed to be filed before the Hon'ble NCLT and/ or any person or other concerned authority(ies), as relevant.

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board (duly initialed by the Chairman for the purpose of identification), be and is hereby approved and the Authorized Signatories be and are hereby severally authorized to finalize the Scheme which includes any addition(s), modification(s), alteration(s), amendment(s) or rectification(s) in the Scheme and/ or in any other document(s) related thereto, at any stage, as may be expedient or necessary in this regard and to do all such acts, deeds, things and matters, as may be considered necessary, incidental or ancillary thereto.

RESOLVED FURTHER THAT all the above Authorized Signatories be and are hereby severally authorized, for and on behalf of the Company, to take all necessary steps to give effect to this Resolution including but not limited:

- (1) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/ or creditors of the Company and draft of the explanatory statements as per the provisions under Sections 230 to 232 of the Act, read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT and assent to such alteration(s), condition(s) and modification(s), if any, in the notices and explanatory statements, as may be prescribed or directed by the Hon'ble NCLT/ Hon'ble NCLAT or effect any other modification(s) or amendment(s) as they may consider necessary or desirable to give effect to the Scheme;
- (2) To file the Scheme with the concerned/ appropriate authorities and to obtain the requisite approval(s), if required under the applicable law(s);
- (3) To make any alteration(s)/ modification(s)/ addition(s)/ rectification(s) in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements directed by the Hon'ble NCLT/ Hon'ble NCLAT and/ or any other statutory/ regulatory/ concerned authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme;
- (4) To sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meetings of the shareholders/ creditors of the Company and where necessary, to take steps to convene and hold such meetings, as per the directions of the Hon'ble NCLT and/or any other statutory/regulatory/ concerned authorities;
- (5) To sign, modify and file petitions, pleadings, affidavits, applications, appeals, statements, memos and to engage/ remove counsels, advocates, Chartered Accountants and other Professional/ legal experts/ intermediaries and to do all such acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Act including any statutory amendments, modifications or re-enactments thereof, for the time being in

For Akina Builders & Developers Pvt. Ltd.

Vicky M
Director

AKINA BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN-U45201HR2006PTC089506

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- force in connection with the sanction of the Scheme by the Hon'ble NCLT or any other Concerned Authority (ies);
- (6) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons as per the directions of the Hon'ble NCLT and/ or any other Concerned Authority(ies);
 - (7) To appoint accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and to fix their remuneration;
 - (8) To represent before the Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/or any other statutory/ regulatory/ concerned authorities, wherever required for the Scheme and to do all such acts, deeds, matters and things, as may be at their discretion deem necessary or desirable for such purpose and with powers of the Company, to settle any queries, difficulties or doubts that may arise in this regard and as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to this Resolution;
 - (9) To make or assent to any alteration(s), modification(s) in the Scheme or to any condition(s) or limitation(s) which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
 - (10) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds, things and matters, as may be necessary in this regard;
 - (11) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnama etc., as may be necessary, before the Hon'ble NCLT, any court or any authority(ies) etc.;
 - (12) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval from the requisite majority of members or class of members or creditors or class of creditors as required under law and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;
 - (13) To send the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of concerned region, income tax authorities, concerned Registrar of Companies, concerned

For Akina Builders & Developers Pvt. Ltd.

Vicky D
Director

AKINA BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN-U45201HR2006PTC089506

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Official Liquidator or to such other authorities as may be required, for necessary action on their part under the Act and relevant Rules in this regard and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto:

- (14) To obtain order of the Hon'ble NCLT, approving the Scheme and to file the same with the concerned Registrar of Companies or such other authorities, as may be required so as to make the sanctioned Scheme effective;
- (15) To affix the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on such documents, as may be necessary in this regard;
- (16) To sign, modify and file appeal(s), application(s) etc. before the Hon'ble NCLT, NCLAT, High Court(s), Hon'ble Supreme Court of India or any other court/authority/tribunal, regarding the proposed Scheme;
- (17) To withdraw the Scheme, filed before the concerned Government/Statutory authorities and the Hon'ble Tribunal(s), if required, under the applicable law(s);
- (18) To do all further acts, deeds, matters and things, as may be necessary, proper, desirable and expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;
- (19) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company;
- (20) To delegate the powers granted to the Authorized Signatories to such other person(s) as they may deem necessary or expedient in the interest of the Company in relation to implementation of this Resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT a certified true Copy of this Resolution be furnished to anyone concerned or interested in the matter or whenever required, under the signatures of any one of the Directors of the Company."

**Certified True Copy
for Akina Builders & Developers Private Limited**

For Akina Builders & Developers Pvt. Ltd.


(Vicky Arora)
Director
DIN: 08698913

Director



ARLIE BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091949

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ARLIE BUILDERS & DEVELOPERS PRIVATE LIMITED AT ITS MEETING HELD ON 25th OCTOBER 2024.

"RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the 'Rules') and other applicable Rules made thereunder, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], relevant provisions of the Memorandum and Articles of Association of the Company, approval of the Board of Directors of the Company, subject to the requisite approval(s) of the shareholders and creditors of the Company and such other approvals/ sanctions of the Hon'ble National Company Law Tribunal ('NCLT')/Hon'ble National Company Law Appellate Tribunal ('NCLAT') and other competent Court(s), judicial or quasi-judicial authority(ies) or any other regulatory/ government bodies/ tribunals or institutions, as may be applicable [hereinafter collectively referred as the "Concerned Authority(ies)"] and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any one of them, be and is hereby accorded to the Scheme of Amalgamation (the 'Scheme') as per the terms and conditions mentioned in the Scheme involving:

1. **Aaralyn Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091946) (Transferor Company No.1)
2. **Afaaf Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089505)..... (Transferor Company No. 2)
3. **Akina Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089506) (Transferor Company No. 3)
4. **Arлие Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091949)..... (Transferor Company No. 4)
5. **Atherol Builders & Developers Private Limited**
(CIN : U45400HR2007PTC089790)..... (Transferor Company No. 5)
6. **Cadence Real Estates Private Limited**
(CIN : U45201HR2006PTC091311)..... (Transferor Company No. 6)
7. **Demarco Developers and Constructions Private Limited**
(CIN : U45400HR2007PTC036803)..... (Transferor Company No. 7)
8. **DLF Universal Limited**
(CIN : U55100HR1980PLC034800)..... (Transferor Company No. 8)
9. **Hoshi Builders & Developers Private Limited**
(CIN : U45200HR2006PTC089905)..... (Transferor Company No. 9)
10. **Jayanti Real Estate Developers Private Limited**
(CIN : U45201HR2005PTC091315).....(Transferor Company No. 10)

For Arlie Builders & Developers Pvt. Ltd.

Vickr
Director

ARLIE BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091949

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11. **Mufallah Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091958)..... (Transferor Company No. 11)
12. **Ophira Builders & Developers Private Limited**
(CIN : U45200HR2006PTC091961)..... (Transferor Company No. 12)
13. **Oriel Real Estates Private Limited**
(CIN : U70101HR2014PTC107211..... (Transferor Company No. 13)
14. **Sagardutt Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091320)..... (Transferor Company No. 14)
15. **Vamil Builders & Developers Private Limited**
(CIN : U45201HR2006PTC092046)..... (Transferor Company No. 15)
16. **Verano Builders & Developers Private Limited**
(CIN : U70101HR2007PTC091412)..... (Transferor Company No. 16)

With

17. **DLF Limited**
(CIN : L70101HR1963PLC002484)..... (Transferee Company)

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April 2024 or such other date, as may be agreed upon in writing by the Board of Directors of the Transferor and Transferee Company(ies) or as may be ordered / approved by the Hon'ble NCLT (the 'Appointed Date').

RESOLVED FURTHER THAT the Board took note that the Transferor Companies No. 1 to 16 are direct and/or indirect wholly-owned subsidiaries of the Transferee Company and pursuant to the Scheme the entire issued, subscribed and paid-up share capital of these companies and Convertible securities, if any, issued by the Transferor Companies and subscribed by the Transferee Company shall get extinguished and cancelled upon merger.

RESOLVED FURTHER THAT the Board does take note that the Accounting Treatment outlined in the Scheme is in compliance with the applicable Ind AS notified under the Act and other Generally Accepted Accounting Principles.

RESOLVED FURTHER THAT the Board does take note and opine that the draft Scheme will be advantageous and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Jeetendra Kumar Patel, Mr. Rakesh Kumar Sharma and Mr. Vicky Arora, Directors and Mr. Puneet Rakheja, Mr. R.P. Punjani, Mr. Pankaj Kumar Jain, Mr. Atul Aggarwal, Mr. Sandeep Datta and Ms. Nikita Rinwa, Authorized Signatories [hereinafter jointly referred to as ('Authorized Signatories')], be and are hereby severally authorized to convey on behalf of the Company (being shareholder or class of shareholders and/or creditor or class of creditors or debenture holders, if any, of the Transferor Company (ies)/ Transferee Company), the consent, support and no-objection to any application for seeking dispensation of the meeting(s) of equity or preference shareholders or any class of shareholders

For Arlie Builders & Developers Pvt. Ltd.

Vicky Arora
Director

ARLIE BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091949

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or debenture holders or any class of debenture holders and/or creditors or any class of creditors of the Transferor Company (ies)/ Transferee Company, for approving the Scheme, as may be filed by the Transferor Company(ies)/ Transferee Company in connection with the Scheme proposed to be filed before the Hon'ble NCLT and/ or any person or other concerned authority(ies), as relevant.

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board (duly initiated by the Chairman for the purpose of identification), be and is hereby

approved and the Authorized Signatories be and are hereby severally authorized to finalize the Scheme which includes any addition(s), modification(s), alteration(s), amendment(s) or rectification(s) in the Scheme and/ or in any other document(s) related thereto, at any stage, as may be expedient or necessary in this regard and to do all such acts, deeds, things and matters, as may be considered necessary, incidental or ancillary thereto.

RESOLVED FURTHER THAT all the above Authorized Signatories be and are hereby severally authorized, for and on behalf of the Company, to take all necessary steps to give effect to this Resolution including but not limited:

- (1) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/ or creditors of the Company and draft of the explanatory statements as per the provisions under Sections 230 to 232 of the Act, read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT and assent to such alteration(s), condition(s) and modification(s), if any, in the notices and explanatory statements, as may be prescribed or directed by the Hon'ble NCLT/ Hon'ble NCLAT or effect any other modification(s) or amendment(s) as they may consider necessary or desirable to give effect to the Scheme;
- (2) To file the Scheme with the concerned/ appropriate authorities and to obtain the requisite approval(s), if required under the applicable law(s);
- (3) To make any alteration(s)/ modification(s)/ addition(s)/ rectification(s) in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements directed by the Hon'ble NCLT/ Hon'ble NCLAT and/ or any other statutory/ regulatory/ concerned authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme;
- (4) To sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meetings of the shareholders/ creditors of the Company and where necessary, to take steps to convene and hold such meetings, as per the directions of the Hon'ble NCLT and/or any other statutory/regulatory/ concerned authorities;
- (5) To sign, modify and file petitions, pleadings, affidavits, applications, appeals, statements, memos and to engage/ remove counsels, advocates, Chartered Accountants and other Professional/ legal experts/ intermediaries and to do all such acts, deeds, matters and things as may be necessary or required

For Arlie Builders & Developers Pvt. Ltd.

Vishal
Director

ARLIE BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091949

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under or pursuant to the applicable provisions of the Act including any statutory amendments, modifications or re-enactments thereof, for the time being in force in connection with the sanction of the Scheme by the Hon'ble NCLT or any other Concerned Authority (ies);

- (6) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons as per the directions of the Hon'ble NCLT and/ or any other Concerned Authority(ies);
- (7) To appoint accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and to fix their remuneration;
- (8) To represent before the Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/or any other statutory/ regulatory/ concerned authorities, wherever required for the Scheme and to do all such acts, deeds, matters and things, as may be at their discretion deem necessary or desirable for such purpose and with powers of the Company, to settle any queries, difficulties or doubts that may arise in this regard and as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to this Resolution;
- (9) To make or assent to any alteration(s), modification(s) in the Scheme or to any condition(s) or limitation(s) which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (10) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds, things and matters, as may be necessary in this regard;
- (11) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnama etc., as may be necessary, before the Hon'ble NCLT, any court or any authority(ies) etc.;
- (12) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval from the requisite majority of members or class of members or creditors or class of creditors as required under law and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;
- (13) To send the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary

For Arlie Builders & Developers Pvt. Ltd.

Nicky
Director

ARLIE BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091949

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statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of concerned region, income tax authorities, concerned Registrar of Companies, concerned Official Liquidator or to such other authorities as may be required, for necessary action on their part under the Act and relevant Rules in this regard and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;

- (14) To obtain order of the Hon'ble NCLT, approving the Scheme and to file the same with the concerned Registrar of Companies or such other authorities, as may be required so as to make the sanctioned Scheme effective;
- (15) To affix the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on such documents, as may be necessary in this regard;
- (16) To sign, modify and file appeal(s), application(s) etc. before the Hon'ble NCLT, NCLAT, High Court(s), Hon'ble Supreme Court of India or any other court/authority/tribunal, regarding the proposed Scheme;
- (17) To withdraw the Scheme, filed before the concerned Government/Statutory authorities and the Hon'ble Tribunal(s), if required, under the applicable law(s);
- (18) To do all further acts, deeds, matters and things, as may be necessary, proper, desirable and expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;
- (19) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company;
- (20) To delegate the powers granted to the Authorized Signatories to such other person(s) as they may deem necessary or expedient in the interest of the Company in relation to implementation of this Resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT a certified true Copy of this Resolution be furnished to anyone concerned or interested in the matter or whenever required, under the signatures of any one of the Directors of the Company."

**Certified True Copy
for Arlie Builders & Developers Private Limited**

For Arlie Builders & Developers Pvt. Ltd.

Vicky Arora

Director

(Vicky Arora)
Director
DIN: 08698913



ATHEROL BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45400HR2007PTC089790

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram – 122002, Haryana
Telephone No. (+91) 0124-4334200, Email Id: corporateaffairs@dlf.in

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS
OF ATHEROL BUILDERS & DEVELOPERS PRIVATE LIMITED AT ITS MEETING HELD ON
25th OCTOBER 2024.**

"RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (the **'Act'**) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the **'Rules'**) and other applicable Rules made thereunder, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], relevant provisions of the Memorandum and Articles of Association of the Company, approval of the Board of Directors of the Company, subject to the requisite approval(s) of the shareholders and creditors of the Company and such other approvals/ sanctions of the Hon'ble National Company Law Tribunal (**'NCLT'**)/Hon'ble National Company Law Appellate Tribunal (**'NCLAT'**) and other competent Court(s), judicial or quasi-judicial authority(ies) or any other regulatory/ government bodies/ tribunals or institutions, as may be applicable [hereinafter collectively referred as the **"Concerned Authority(ies)"**] and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any one of them, be and is hereby accorded to the Scheme of Amalgamation (the **'Scheme'**) as per the terms and conditions mentioned in the Scheme involving:

1. **Aaralyn Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091946) (Transferor Company No.1)
2. **Afaaf Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089505)..... (Transferor Company No. 2)
3. **Akina Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089506) (Transferor Company No. 3)
4. **Arlie Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091949)..... (Transferor Company No. 4)
5. **Atherol Builders & Developers Private Limited**
(CIN : U45400HR2007PTC089790)..... (Transferor Company No. 5)
6. **Cadence Real Estates Private Limited**
(CIN : U45201HR2006PTC091311)..... (Transferor Company No. 6)
7. **Demarco Developers and Constructions Private Limited**
(CIN : U45400HR2007PTC036803)..... (Transferor Company No. 7)
8. **DLF Universal Limited**
(CIN : U55100HR1980PLC034800)..... (Transferor Company No. 8)
9. **Hoshi Builders & Developers Private Limited**
(CIN : U45200HR2006PTC089905)..... (Transferor Company No. 9)
10. **Jayanti Real Estate Developers Private Limited**
(CIN : U45201HR2005PTC091315)..... (Transferor Company No. 10)

For Atherol Builders & Developers Pvt. Ltd.


Director

ATHEROL BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45400HR2007PTC089790

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11. **Mufallah Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091958)..... (Transferor Company No. 11)
12. **Ophira Builders & Developers Private Limited**
(CIN : U45200HR2006PTC091961)..... (Transferor Company No. 12)
13. **Oriel Real Estates Private Limited**
(CIN : U70101HR2014PTC107211)..... (Transferor Company No. 13)
14. **Sagarduff Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091320)..... (Transferor Company No. 14)
15. **Vamil Builders & Developers Private Limited**
(CIN : U45201HR2006PTC092046)..... (Transferor Company No. 15)
16. **Verano Builders & Developers Private Limited**
(CIN : U70101HR2007PTC091412)..... (Transferor Company No. 16)

With

17. **DLF Limited**
(CIN : L70101HR1963PLC002484)..... (Transferee Company)

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April 2024 or such other date, as may be agreed upon in writing by the Board of Directors of the Transferor and Transferee Company(ies) or as may be ordered / approved by the Hon'ble NCLT (the 'Appointed Date').

RESOLVED FURTHER THAT the Board took note that the Transferor Companies No. 1 to 16 are direct and/or indirect wholly-owned subsidiaries of the Transferee Company and pursuant to the Scheme the entire issued, subscribed and paid-up share capital of these companies and Convertible securities, if any, issued by the Transferor Companies and subscribed by the Transferee Company shall get extinguished and cancelled upon merger.

RESOLVED FURTHER THAT the Board does take note that the Accounting Treatment outlined in the Scheme is in compliance with the applicable Ind AS notified under the Act and other Generally Accepted Accounting Principles.

RESOLVED FURTHER THAT the Board does take note and opine that the draft Scheme will be advantageous and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Arun Kumar Bhagat, Mr. Deshbandhu Gupta and Mr. Anil Kumar, Directors and Mr. Puneef Rakheja, Mr. R.P. Punjani, Mr. Pankaj Kumar Jain, Mr. Atul Aggarwal, Mr. Sandeep Datta and Ms. Nikita Rinwa, Authorized Signatories [hereinafter jointly referred to as ('Authorized Signatories')], be and are hereby severally authorized to convey on behalf of the Company (being shareholder or class of shareholders and/or creditor or class of creditors or debenture holders, if any, of the Transferor Company (ies)/

For Atherol Builders & Developers Pvt. Ltd.

Director

ATHEROL BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45400HR2007PTC089790

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram – 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

Transferee Company), the consent, support and no-objection to any application for seeking dispensation of the meeting(s) of equity or preference shareholders or any class of shareholders or debenture holders or any class of debenture holders and/or creditors or any class of creditors of the Transferor Company (ies)/ Transferee Company, for approving the Scheme, as may be filed by the Transferor Company(ies)/ Transferee Company in connection with the Scheme proposed to be filed before the Hon'ble NCLT and/ or any person or other concerned authority(ies), as relevant.

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board (duly initialed by the Chairman for the purpose of identification), be and is hereby approved and the Authorized Signatories be and are hereby severally authorized to finalize the Scheme which includes any addition(s), modification(s), alteration(s), amendment(s) or rectification(s) in the Scheme and/ or in any other document(s) related thereto, at any stage, as may be expedient or necessary in this regard and to do all such acts, deeds, things and matters, as may be considered necessary, incidental or ancillary thereto.

RESOLVED FURTHER THAT all the above Authorized Signatories be and are hereby severally authorized, for and on behalf of the Company, to take all necessary steps to give effect to this Resolution including but not limited:

- (1) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/ or creditors of the Company and draft of the explanatory statements as per the provisions under Sections 230 to 232 of the Act, read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT and assent to such alteration(s), condition(s) and modification(s), if any, in the notices and explanatory statements, as may be prescribed or directed by the Hon'ble NCLT/ Hon'ble NCLAT or effect any other modification(s) or amendment(s) as they may consider necessary or desirable to give effect to the Scheme;
- (2) To file the Scheme with the concerned/ appropriate authorities and to obtain the requisite approval(s), if required under the applicable law(s);
- (3) To make any alteration(s)/ modification(s)/ addition(s)/ rectification(s) in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements directed by the Hon'ble NCLT/ Hon'ble NCLAT and/ or any other statutory/ regulatory/ concerned authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme;
- (4) To sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meetings of the shareholders/ creditors of the Company and where necessary, to take steps to convene and hold such meetings, as per the directions of the Hon'ble NCLT and/ or any other statutory/regulatory/ concerned authorities;
- (5) To sign, modify and file petitions, pleadings, affidavits, applications, appeals, statements, memos and to engage/ remove counsels, advocates, Chartered Accountants and other Professional/ legal experts/

For Atherol Builders & Developers Pvt. Ltd.

Director

ATHEROL BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45400HR2007PTC089790

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram – 122002, Haryana
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intermediaries and to do all such acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Act including any statutory amendments, modifications or re-enactments thereof, for the time being in force in connection with the sanction of the Scheme by the Hon'ble NCLT or any other Concerned Authority (ies);

- (6) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons as per the directions of the Hon'ble NCLT and/ or any other Concerned Authority(ies);
- (7) To appoint accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and to fix their remuneration;
- (8) To represent before the Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/or any other statutory/ regulatory/ concerned authorities, wherever required for the Scheme and to do all such acts, deeds, matters and things, as may be at their discretion deem necessary or desirable for such purpose and with powers of the Company, to settle any queries, difficulties or doubts that may arise in this regard and as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to this Resolution;
- (9) To make or assent to any alteration(s), modification(s) in the Scheme or to any condition(s) or limitation(s) which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (10) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds, things and matters, as may be necessary in this regard;
- (11) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnama etc., as may be necessary, before the Hon'ble NCLT, any court or any authority(ies) etc.;
- (12) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval from the requisite majority of members or class of members or creditors or class of creditors as required under law and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;

For Atherol Builders & Developers Pvt. Ltd.


Director

ATHEROL BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45400HR2007PTC089790

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram – 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

- (13) To send the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of concerned region, income tax authorities, concerned Registrar of Companies, concerned Official Liquidator or to such other authorities as may be required, for necessary action on their part under the Act and relevant Rules in this regard and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;
- (14) To obtain order of the Hon'ble NCLT, approving the Scheme and to file the same with the concerned Registrar of Companies or such other authorities, as may be required so as to make the sanctioned Scheme effective;
- (15) To affix the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on such documents, as may be necessary in this regard;
- (16) To sign, modify and file appeal(s), application(s) etc. before the Hon'ble NCLT, NCLAT, High Court(s), Hon'ble Supreme Court of India or any other court/authority/tribunal, regarding the proposed Scheme;
- (17) To withdraw the Scheme, filed before the concerned Government/Statutory authorities and the Hon'ble Tribunal(s), if required, under the applicable law(s);
- (18) To do all further acts, deeds, matters and things, as may be necessary, proper, desirable and expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;
- (19) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company;
- (20) To delegate the powers granted to the Authorized Signatories to such other person(s) as they may deem necessary or expedient in the interest of the Company in relation to implementation of this Resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT a certified true Copy of this Resolution be furnished to anyone concerned or interested in the matter or whenever required, under the signatures of any one of the Directors of the Company."

**Certified True Copy
for Atherol Builders & Developers Private Limited**

For Atherol Builders & Developers Pvt. Ltd.

(Anil Kumar)
Director
DIN: 07349564

Director



CADENCE REAL ESTATES PRIVATE LIMITED

CIN : U45201HR2006PTC091311

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram – 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dfl.in

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF CADENCE REAL ESTATES PRIVATE LIMITED AT ITS MEETING HELD ON 25th OCTOBER 2024.

"RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (**the 'Act'**) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**the 'Rules'**) and other applicable Rules made thereunder, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], relevant provisions of the Memorandum and Articles of Association of the Company, approval of the Board of Directors of the Company, subject to the requisite approval(s) of the shareholders and creditors of the Company and such other approvals/ sanctions of the Hon'ble National Company Law Tribunal (**'NCLT'**)/Hon'ble National Company Law Appellate Tribunal (**'NCLAT'**) and other competent Court(s), judicial or quasi-judicial authority(ies) or any other regulatory/ government bodies/ tribunals or institutions, as may be applicable [hereinafter collectively referred as the "**Concerned Authority(ies)**"] and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any one of them, be and is hereby accorded to the Scheme of Amalgamation (**the 'Scheme'**) as per the terms and conditions mentioned in the Scheme involving:

1. **Aaralyn Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091946) (Transferor Company No.1)
2. **Afaaf Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089505)..... (Transferor Company No. 2)
3. **Akina Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089506) (Transferor Company No. 3)
4. **Artie Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091949)..... (Transferor Company No. 4)
5. **Atherol Builders & Developers Private Limited**
(CIN : U45400HR2007PTC089790)..... (Transferor Company No. 5)
6. **Cadence Real Estates Private Limited**
(CIN : U45201HR2006PTC091311)..... (Transferor Company No. 6)
7. **Demarco Developers and Constructions Private Limited**
(CIN : U45400HR2007PTC036803)..... (Transferor Company No. 7)
8. **DLF Universal Limited**
(CIN : U55100HR1980PLC034800)..... (Transferor Company No. 8)
9. **Hoshi Builders & Developers Private Limited**
(CIN : U45200HR2006PTC089905)..... (Transferor Company No. 9)
10. **Jayanti Real Estate Developers Private Limited**
(CIN : U45201HR2005PTC091315)..... (Transferor Company No. 10)

For Cadence Real Estates Pvt. Ltd.

Director

CADENCE REAL ESTATES PRIVATE LIMITED

CIN : U45201HR2006PTC091311

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

11. **Mufallah Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091958)..... (Transferor Company No. 11)
12. **Ophira Builders & Developers Private Limited**
(CIN : U45200HR2006PTC091961)..... (Transferor Company No. 12)
13. **Oriel Real Estates Private Limited**
(CIN : U70101HR2014PTC107211)..... (Transferor Company No. 13)
14. **Sagarduff Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091320)..... (Transferor Company No. 14)
15. **Vamil Builders & Developers Private Limited**
(CIN : U45201HR2006PTC092046)..... (Transferor Company No. 15)
16. **Verano Builders & Developers Private Limited**
(CIN : U70101HR2007PTC091412)..... (Transferor Company No. 16)

With

17. **DLF Limited**
(CIN : L70101HR1963PLC002484)..... (Transferee Company)

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April 2024 or such other date, as may be agreed upon in writing by the Board of Directors of the Transferor and Transferee Company(ies) or as may be ordered / approved by the Hon'ble NCLT (the 'Appointed Date').

RESOLVED FURTHER THAT the Board took note that the Transferor Companies No. 1 to 16 are direct and/or indirect wholly-owned subsidiaries of the Transferee Company and pursuant to the Scheme the entire issued, subscribed and paid-up share capital of these companies and Convertible securities, if any, issued by the Transferor Companies and subscribed by the Transferee Company shall get extinguished and cancelled upon merger.

RESOLVED FURTHER THAT the Board does take note that the Accounting Treatment outlined in the Scheme is in compliance with the applicable Ind AS notified under the Act and other Generally Accepted Accounting Principles.

RESOLVED FURTHER THAT the Board does take note and opine that the draft Scheme will be advantageous and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Amarjeet Singh Hooda, Mr. Shishir Kumar and Mr. Manpreet Singh, Directors and Mr. Puneet Rakheja, Mr. R.P. Punjani, Mr. Pankaj Kumar Jain, Mr. Atul Aggarwal, Mr. Sandeep Datta and Ms. Nikita Rinwa, Authorized Signatories [hereinafter jointly referred to as ('Authorized Signatories')], be and are hereby severally authorized to convey on behalf of the Company

For Cadence Real Estates Pvt. Ltd.


Director

CADENCE REAL ESTATES PRIVATE LIMITED

CIN : U45201HR2006PTC091311

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email Id: corporateaffairs@dlf.in

(being shareholder or class of shareholders and/or creditor or class of creditors or debenture holders, if any, of the Transferor Company (ies)/ Transferee Company), the consent, support and no-objection to any application for seeking dispensation of the meeting(s) of equity or preference shareholders or any class of shareholders or debenture holders or any class of debenture holders and/or creditors or any class of creditors of the Transferor Company (ies)/ Transferee Company, for approving the Scheme, as may be filed by the Transferor Company(ies)/ Transferee Company in connection with the Scheme proposed to be filed before the Hon'ble NCLT and/ or any person or other concerned authority(ies), as relevant.

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board (duly initialed by the Chairman for the purpose of identification), be and is hereby approved and the Authorized Signatories be and are hereby severally authorized to finalize the Scheme which includes any addition(s), modification(s), alteration(s), amendment(s) or rectification(s) in the Scheme and/ or in any other document(s) related thereto, at any stage, as may be expedient or necessary in this regard and to do all such acts, deeds, things and matters, as may be considered necessary, incidental or ancillary thereto.

RESOLVED FURTHER THAT all the above Authorized Signatories be and are hereby severally authorized, for and on behalf of the Company, to take all necessary steps to give effect to this Resolution including but not limited:

- (1) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/ or creditors of the Company and draft of the explanatory statements as per the provisions under Sections 230 to 232 of the Act, read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT and assent to such alteration(s), condition(s) and modification(s), if any, in the notices and explanatory statements, as may be prescribed or directed by the Hon'ble NCLT/ Hon'ble NCLAT or effect any other modification(s) or amendment(s) as they may consider necessary or desirable to give effect to the Scheme;
- (2) To file the Scheme with the concerned/ appropriate authorities and to obtain the requisite approval(s), if required under the applicable law(s);
- (3) To make any alteration(s)/ modification(s)/ addition(s)/ rectification(s) in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements directed by the Hon'ble NCLT/ Hon'ble NCLAT and/ or any other statutory/ regulatory/ concerned authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme;
- (4) To sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meetings of the shareholders/ creditors of the Company and where necessary, to take steps to convene and hold such meetings, as per the directions of the Hon'ble NCLT and/or any other statutory/regulatory/ concerned authorities;

For Cadence Real Estates Pvt. Ltd.


Director

CADENCE REAL ESTATES PRIVATE LIMITED

CIN : U45201HR2006PTC091311

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram – 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

- (5) To sign, modify and file petitions, pleadings, affidavits, applications, appeals, statements, memos and to engage/ remove counsels, advocates, Chartered Accountants and other Professional/ legal experts/ intermediaries and to do all such acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Act including any statutory amendments, modifications or re-enactments thereof, for the time being in force in connection with the sanction of the Scheme by the Hon'ble NCLT or any other Concerned Authority (ies);
- (6) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons as per the directions of the Hon'ble NCLT and/ or any other Concerned Authority(ies);
- (7) To appoint accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and to fix their remuneration;
- (8) To represent before the Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/or any other statutory/ regulatory/ concerned authorities, wherever required for the Scheme and to do all such acts, deeds, matters and things, as may be at their discretion deem necessary or desirable for such purpose and with powers of the Company, to settle any queries, difficulties or doubts that may arise in this regard and as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to this Resolution;
- (9) To make or assent to any alteration(s), modification(s) in the Scheme or to any condition(s) or limitation(s) which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (10) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds, things and matters, as may be necessary in this regard;
- (11) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnama etc., as may be necessary, before the Hon'ble NCLT, any court or any authority(ies) etc.;
- (12) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval from the requisite majority of members or class of members or creditors or class of creditors as required under law and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;

For Cadence Real Estates Pvt Ltd.

Director

CADENCE REAL ESTATES PRIVATE LIMITED

CIN : U45201HR2006PTC091311

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

- (13) To send the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of concerned region, income tax authorities, concerned Registrar of Companies, concerned Official Liquidator or to such other authorities as may be required, for necessary action on their part under the Act and relevant Rules in this regard and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;
- (14) To obtain order of the Hon'ble NCLT, approving the Scheme and to file the same with the concerned Registrar of Companies or such other authorities, as may be required so as to make the sanctioned Scheme effective;
- (15) To affix the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on such documents, as may be necessary in this regard;
- (16) To sign, modify and file appeal(s), application(s) etc. before the Hon'ble NCLT, NCLAT, High Court(s), Hon'ble Supreme Court of India or any other court/authority/tribunal, regarding the proposed Scheme;
- (17) To withdraw the Scheme, filed before the concerned Government/Statutory authorities and the Hon'ble Tribunal(s), if required, under the applicable law(s);
- (18) To do all further acts, deeds, matters and things, as may be necessary, proper, desirable and expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;
- (19) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company;
- (20) To delegate the powers granted to the Authorized Signatories to such other person(s) as they may deem necessary or expedient in the interest of the Company in relation to implementation of this Resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT a certified true Copy of this Resolution be furnished to anyone concerned or interested in the matter or whenever required, under the signatures of any one of the Directors of the Company."

Certified True Copy

for Cadence Real Estates Private Limited

For Cadence Real Estates Pvt. Ltd.

(Shishir Kumar)
Director
DIN: 08700306



7

DEMARCO DEVELOPERS AND CONSTRUCTIONS PRIVATE LIMITED

CIN : U45400HR2007PTC036803

Regd. Office: DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram – 122002, Haryana
Telephone No. (+91) 0124-4769100, Email id: corporateaffairs@dlf.in

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF
DEMARCO DEVELOPERS AND CONSTRUCTIONS PRIVATE LIMITED AT ITS MEETING HELD
ON 25th OCTOBER 2024.**

"RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (**the 'Act'**) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**the 'Rules'**) and other applicable Rules made thereunder, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], relevant provisions of the Memorandum and Articles of Association of the Company, approval of the Board of Directors of the Company, subject to the requisite approval(s) of the shareholders and creditors of the Company and such other approvals/ sanctions of the Hon'ble National Company Law Tribunal (**'NCLT'**)/Hon'ble National Company Law Appellate Tribunal (**'NCLAT'**) and other competent Court(s), judicial or quasi-judicial authority(ies) or any other regulatory/ government bodies/ tribunals or institutions, as may be applicable [hereinafter collectively referred as the **"Concerned Authority(ies)"**] and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any one of them, be and is hereby accorded to the Scheme of Amalgamation (**the 'Scheme'**) as per the terms and conditions mentioned in the Scheme involving:

1. **Aaralyn Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091946) (Transferor Company No.1)
2. **Afaaf Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089505)..... (Transferor Company No. 2)
3. **Akina Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089506) (Transferor Company No. 3)
4. **Arlie Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091949)..... (Transferor Company No. 4)
5. **Atherol Builders & Developers Private Limited**
(CIN : U45400HR2007PTC089790)..... (Transferor Company No. 5)
6. **Cadence Real Estates Private Limited**
(CIN : U45201HR2006PTC091311)..... (Transferor Company No. 6)
7. **Demarco Developers and Constructions Private Limited**
(CIN : U45400HR2007PTC036803)..... (Transferor Company No. 7)
8. **DLF Universal Limited**
(CIN : U55100HR1980PLC034800)..... (Transferor Company No. 8)
9. **Hoshi Builders & Developers Private Limited**
(CIN : U45200HR2006PTC089905)..... (Transferor Company No. 9)
10. **Jayanti Real Estate Developers Private Limited**
(CIN : U45201HR2005PTC091315)..... (Transferor Company No. 10)

For Demarco Developers and Constructions Pvt. Ltd.

Sunil Kumar



DEMARCO DEVELOPERS AND CONSTRUCTIONS PRIVATE LIMITED

CIN : U45400HR2007PTC036803

Regd. Office: DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4769100, Email Id: corporateaffairs@dlf.in

11. **Mufallah Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091958)..... (Transferor Company No. 11)
12. **Ophira Builders & Developers Private Limited**
(CIN : U45200HR2006PTC091961)..... (Transferor Company No. 12)
13. **Oriel Real Estates Private Limited**
(CIN : U70101HR2014PTC107211)..... (Transferor Company No. 13)
14. **Sagardutt Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091320)..... (Transferor Company No. 14)
15. **Vamil Builders & Developers Private Limited**
(CIN : U45201HR2006PTC092046)..... (Transferor Company No. 15)
16. **Verano Builders & Developers Private Limited**
(CIN : U70101HR2007PTC091412)..... (Transferor Company No. 16)

With

17. **DLF Limited**
(CIN : L70101HR1963PLC002484)..... (Transferee Company)

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April 2024 or such other date, as may be agreed upon in writing by the Board of Directors of the Transferor and Transferee Company(ies) or as may be ordered / approved by the Hon'ble NCLT (the 'Appointed Date').

RESOLVED FURTHER THAT the Board took note that the Transferor Companies No. 1 to 16 are direct and/or indirect wholly-owned subsidiaries of the Transferee Company and pursuant to the Scheme the entire issued, subscribed and paid-up share capital of these companies and Convertible securities, if any, issued by the Transferor Companies and subscribed by the Transferee Company shall get extinguished and cancelled upon merger.

RESOLVED FURTHER THAT the Board does take note that the Accounting Treatment outlined in the Scheme is in compliance with the applicable Ind AS notified under the Act and other Generally Accepted Accounting Principles.

RESOLVED FURTHER THAT the Board does take note and opine that the draft Scheme will be advantageous and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Manpreet Singh, Mr. Shiv Kumar and Mr. Vijay Kumar, Directors and Mr. Puneet Rakheja, Mr. R.P. Punjani, Mr. Pankaj Kumar Jain, Mr. Atul Aggarwal, Mr. Sandeep Datta and Ms. Nikita Rinwa, Authorized Signatories [hereinafter jointly referred to as ('Authorized Signatories')], be and are hereby severally authorized to convey on behalf of the Company [being shareholder or class of shareholders and/or creditor or class of creditors or debenture holders, if any, of the Transferor Company (ies)/ Transferee Company], the consent, support and no-

For Demarco Developers and Constructions Pvt. Ltd.

Shiv Kumar

Secretary

DEMARCO DEVELOPERS AND CONSTRUCTIONS PRIVATE LIMITED

CIN : U45400HR2007PTC036803

Regd. Office: DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4769100, Email id: corporateaffairs@dlf.in

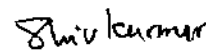

objection to any application for seeking dispensation of the meeting(s) of equity or preference shareholders or any class of shareholders or debenture holders or any class of debenture holders and/or creditors or any class of creditors of the Transferor Company (ies)/ Transferee Company, for approving the Scheme, as may be filed by the Transferor Company(ies)/ Transferee Company in connection with the Scheme proposed to be filed before the Hon'ble NCLT and/ or any person or other concerned authority(ies), as relevant.

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board (duly initialed by the Chairman for the purpose of identification), be and is hereby approved and the Authorized Signatories be and are hereby severally authorized to finalize the Scheme which includes any addition(s), modification(s), alteration(s), amendment(s) or rectification(s) in the Scheme and/ or in any other document(s) related thereto, at any stage, as may be expedient or necessary in this regard and to do all such acts, deeds, things and matters, as may be considered necessary, incidental or ancillary thereto.

RESOLVED FURTHER THAT all the above Authorized Signatories be and are hereby severally authorized, for and on behalf of the Company, to take all necessary steps to give effect to this Resolution including but not limited:

- (1) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/ or creditors of the Company and draft of the explanatory statements as per the provisions under Sections 230 to 232 of the Act, read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT and assent to such alteration(s), condition(s) and modification(s), if any, in the notices and explanatory statements, as may be prescribed or directed by the Hon'ble NCLT/ Hon'ble NCLAT or effect any other modification(s) or amendment(s) as they may consider necessary or desirable to give effect to the Scheme;
- (2) To file the Scheme with the concerned/ appropriate authorities and to obtain the requisite approval(s), if required under the applicable law(s);
- (3) To make any alteration(s)/ modification(s)/ addition(s)/ rectification(s) in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements directed by the Hon'ble NCLT/ Hon'ble NCLAT and/ or any other statutory/ regulatory/ concerned authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme;
- (4) To sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meetings of the shareholders/ creditors of the Company and where necessary, to take steps to convene and hold such meetings, as per the directions of the Hon'ble NCLT and/or any other statutory/regulatory/ concerned authorities;
- (5) To sign, modify and file petitions, pleadings, affidavits, applications, appeals, statements, memos and to engage/ remove counsels, advocates, Chartered Accountants and other Professional/ legal experts/ intermediaries and to do all such acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Act including any statutory

For Demarco Developers and Constructions Pvt. Ltd.

DEMARCO DEVELOPERS AND CONSTRUCTIONS PRIVATE LIMITED

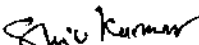
CIN : U45400HR2007PTC036803

Regd. Office: DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4769100, Email id: corporateaffairs@dlf.in

amendments, modifications or re-enactments thereof, for the time being in force in connection with the sanction of the Scheme by the Hon'ble NCLT or any other Concerned Authority (ies);

- (6) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons as per the directions of the Hon'ble NCLT and/or any other Concerned Authority(ies);
- (7) To appoint accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and to fix their remuneration;
- (8) To represent before the Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/or any other statutory/ regulatory/ concerned authorities, wherever required for the Scheme and to do all such acts, deeds, matters and things, as may be at their discretion deem necessary or desirable for such purpose and with powers of the Company, to settle any queries, difficulties or doubts that may arise in this regard and as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to this Resolution;
- (9) To make or assent to any alteration(s), modification(s) in the Scheme or to any condition(s) or limitation(s) which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (10) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds, things and matters, as may be necessary in this regard;
- (11) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnama etc., as may be necessary, before the Hon'ble NCLT, any court or any authority(ies) etc.;
- (12) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval from the requisite majority of members or class of members or creditors or class of creditors as required under law and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;
- (13) To send the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of concerned region, income tax

For Demarco Developers and Constructions Pvt. Ltd.


Shweta Kumar
Director

DEMARCO DEVELOPERS AND CONSTRUCTIONS PRIVATE LIMITED

CIN : U45400HR2007PTC036803

Regd. Office: DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram – 122002, Haryana
Telephone No. (+91) 0124-4749100, Email Id: corporateaffairs@dlf.in

authorities, concerned Registrar of Companies, concerned Official Liquidator or to such other authorities as may be required, for necessary action on their part under the Act and relevant Rules in this regard and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;

- (14) To obtain order of the Hon'ble NCLT, approving the Scheme and to file the same with the concerned Registrar of Companies or such other authorities, as may be required so as to make the sanctioned Scheme effective;
- (15) To affix the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on such documents, as may be necessary in this regard;
- (16) To sign, modify and file appeal(s), application(s) etc. before the Hon'ble NCLT, NCLAT, High Court(s), Hon'ble Supreme Court of India or any other court/authority/tribunal, regarding the proposed Scheme;
- (17) To withdraw the Scheme, filed before the concerned Government/Statutory authorities and the Hon'ble Tribunal(s), if required, under the applicable law(s);
- (18) To do all further acts, deeds, matters and things, as may be necessary, proper, desirable and expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;
- (19) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company;
- (20) To delegate the powers granted to the Authorized Signatories to such other person(s) as they may deem necessary or expedient in the interest of the Company in relation to implementation of this Resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT a certified true Copy of this Resolution be furnished to anyone concerned or interested in the matter or whenever required, under the signatures of any one of the Directors of the Company."

Certified True Copy

for Demarco Developers and Constructions Private Limited

For Demarco Developers and Constructions Pvt. Ltd.

Shiv Kumar

(Shiv Kumar)
Director
DIN: 08698801

Director



DLF UNIVERSAL LIMITED

Regd. Office: - Shopping Mall, 3rd Floor, Arjun Marg, DLF City, Phase-I, Gurugram - 122 002, Haryana
 Email ID: corporateaffairs@dlf.in, Phone No. 0124-4334200
 CIN: - U55100HR1980PLC034800

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT ITS MEETING HELD ON 25th OCTOBER 2024.

“RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the ‘Rules’) and other applicable Rules made thereunder, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], relevant provisions of the Memorandum and Articles of Association of the Company, approval of the Board of Directors of the Company, subject to the requisite approval(s) of the shareholders and creditors of the Company and such other approvals/ sanctions of the Hon’ble National Company Law Tribunal (‘NCLT’)/Hon’ble National Company Law Appellate Tribunal (‘NCLAT’) and other competent Court(s), judicial or quasi-judicial authority(ies) or any other regulatory/ government bodies/ tribunals or institutions, as may be applicable [hereinafter collectively referred as the “Concerned Authority(ies)”) and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any one of them, be and is hereby accorded to the Scheme of Amalgamation (the ‘Scheme’) as per the terms and conditions mentioned in the Scheme involving:

1. **Aaralyn Builders & Developers Private Limited**
 (CIN : U45201HR2006PTC091946)(Transferor Company No.1)
2. **Afaaf Builders & Developers Private Limited**
 (CIN : U45201HR2006PTC089505)..... (Transferor Company No. 2)
3. **Akina Builders & Developers Private Limited**
 (CIN : U45201HR2006PTC089506) (Transferor Company No. 3)
4. **Arie Builders & Developers Private Limited**
 (CIN : U45201HR2006PTC091949) (Transferor Company No. 4)
5. **Atherol Builders & Developers Private Limited**
 (CIN : U45400HR2007PTC089790)..... (Transferor Company No. 5)
6. **Cadence Real Estates Private Limited**
 (CIN : U45201HR2006PTC091311)..... (Transferor Company No. 6)
7. **Demarco Developers and Constructions Private Limited**
 (CIN : U45400HR2007PTC036803)..... (Transferor Company No. 7)
8. **DLF Universal Limited**
 (CIN : U55100HR1980PLC034800)..... (Transferor Company No. 8)
9. **Hoshi Builders & Developers Private Limited**
 (CIN : U45200HR2006PTC089905)..... (Transferor Company No. 9)
10. **Jayanti Real Estate Developers Private Limited**
 (CIN : U45201HR2005PTC091315) (Transferor Company No. 10)
11. **Mufallah Builders & Developers Private Limited**
 (CIN : U45201HR2006PTC091958)..... (Transferor Company No. 11)

For DLF Universal Limited



Director

DLF UNIVERSAL LIMITED

Regd. Office: - Shopping Mall, 3rd Floor, Arjun Marg, DLF City, Phase-I, Gurugram – 122 002, Haryana
Email ID: corporateaffairs@dlf.in, Phone No. 0124-4334200
CIN: - U55100HR1980PLC034800

12. **Ophira Builders & Developers Private Limited**
(CIN : U45200HR2006PTC091961)..... (Transferor Company No. 12)
13. **Oriel Real Estates Private Limited**
(CIN : U70101HR2014PTC107211)..... (Transferor Company No. 13)
14. **Sagarduff Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091320)..... (Transferor Company No. 14)
15. **Vamil Builders & Developers Private Limited**
(CIN : U45201HR2006PTC092046) (Transferor Company No. 15)
16. **Verano Builders & Developers Private Limited**
(CIN : U70101HR2007PTC091412) (Transferor Company No. 16)

With

17. **DLF Limited**
(CIN : L70101HR1963PLC002484)..... (Transferee Company)

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April 2024 or such other date, as may be agreed upon in writing by the Board of Directors of the Transferor and Transferee Company(ies) or as may be ordered / approved by the Hon'ble NCLT (the 'Appointed Date').

RESOLVED FURTHER THAT the Board took note that the Transferor Companies No. 1 to 16 are direct and/or indirect wholly-owned subsidiaries of the Transferee Company and pursuant to the Scheme the entire issued, subscribed and paid-up share capital of these companies and Convertible securities, if any, issued by the Transferor Companies and subscribed by the Transferee Company shall get extinguished and cancelled upon merger.

RESOLVED FURTHER THAT the Board does take note that the Accounting Treatment outlined in the Scheme is in compliance with the applicable Ind AS notified under the Act and other Generally Accepted Accounting Principles.

RESOLVED FURTHER THAT the Board does take note and opine that the draft Scheme will be advantageous and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Anil Kumar, Mr. Rajesh Kumar Bhatia, Mr. Yogesh Bhardwaj, Directors, Mr. Rahul Mittal, Company Secretary of the Company, and Mr. Puneet Rakheja, Mr. R.P. Punjani, Mr. Pankaj Kumar Jain, Mr. Atul Aggarwal, Mr. Sandeep Datta and Ms. Nikita Rinwa, Authorized Signatories [hereinafter jointly referred to as ('Authorized Signatories')], be and are hereby severally authorized to convey on behalf of the Company (being shareholder or class of shareholders and/or creditor or class of creditors or debenture holders, if any, of the Transferor Company (ies)/ Transferee Company), the consent, support and no-objection to any application for seeking dispensation of the meeting(s) of equity or preference shareholders or any class of shareholders or debenture holders or any class of debenture holders and/or creditors or any class of creditors

For DLF Universal Limited:



Director

DLF UNIVERSAL LIMITED

Regd. Office: - Shopping Mall, 3rd Floor, Arjun Marg, DLF City, Phase-I, Gurugram - 122 002, Haryana
Email ID: corporateaffairs@dlf.in; Phone No. 0124-4334200
CIN: - U55100HR1980PLC034800

of the Transferor Company (ies)/ Transferee Company, for approving the Scheme, as may be filed by the Transferor Company(ies)/ Transferee Company in connection with the Scheme proposed to be filed before the Hon'ble NCLT and/ or any person or other concerned authority(ies), as relevant.

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board (duly initialed by the Chairman for the purpose of identification), be and is hereby approved and the Authorized Signatories be and are hereby severally authorized to finalize the Scheme which includes any addition(s), modification(s), alteration(s), amendment(s) or rectification(s) in the Scheme and/ or in any other document(s) related thereto, at any stage, as may be expedient or necessary in this regard and to do all such acts, deeds, things and matters, as may be considered necessary, incidental or ancillary thereto.

RESOLVED FURTHER THAT all the above Authorized Signatories be and are hereby severally authorized, for and on behalf of the Company, to take all necessary steps to give effect to this Resolution including but not limited:

- (1) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/ or creditors of the Company and draft of the explanatory statements as per the provisions under Sections 230 to 232 of the Act, read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT and assent to such alteration(s), condition(s) and modification(s), if any, in the notices and explanatory statements, as may be prescribed or directed by the Hon'ble NCLT/ Hon'ble NCLAT or effect any other modification(s) or amendment(s) as they may consider necessary or desirable to give effect to the Scheme;
- (2) To file the Scheme with the concerned/ appropriate authorities and to obtain the requisite approval(s), if required under the applicable law(s);
- (3) To make any alteration(s)/ modification(s)/ addition(s)/ rectification(s) in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements directed by the Hon'ble NCLT/ Hon'ble NCLAT and/ or any other statutory/ regulatory/ concerned authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme;
- (4) To sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meetings of the shareholders/ creditors of the Company and where necessary, to take steps to convene and hold such meetings, as per the directions of the Hon'ble NCLT and/or any other statutory/regulatory/ concerned authorities;
- (5) To sign, modify and file petitions, pleadings, affidavits, applications, appeals, statements, memos and to engage/ remove counsels, advocates, Chartered Accountants and other Professional/ legal experts/ intermediaries and to do all such acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Act including any statutory amendments, modifications or re-enactments thereof, for the time being in force in connection with the sanction of the Scheme by the Hon'ble NCLT or any other Concerned Authority (ies);

For DLF Universal Limited

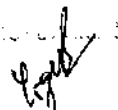

Director

DLF UNIVERSAL LIMITED

Regd. Office: - Shopping Mall, 3rd Floor, Arjun Marg, DLF City, Phase-I, Gurugram – 122 002, Haryana
Email ID: corporateaffairs@dlf.in, Phone No. 0124-4334200
CIN: - U55100HR1980PLC034800

- (6) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons as per the directions of the Hon'ble NCLT and/ or any other Concerned Authority(ies);
- (7) To appoint accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and to fix their remuneration;
- (8) To represent before the Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/or any other statutory/ regulatory/ concerned authorities, wherever required for the Scheme and to do all such acts, deeds, matters and things, as may be at their discretion deem necessary or desirable for such purpose and with powers of the Company, to settle any queries, difficulties or doubts that may arise in this regard and as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to this Resolution;
- (9) To make or assent to any alteration(s), modification(s) in the Scheme or to any condition(s) or limitation(s) which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (10) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds, things and matters, as may be necessary in this regard;
- (11) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnama etc., as may be necessary, before the Hon'ble NCLT, any court or any authority(ies) etc.;
- (12) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval from the requisite majority of members or class of members or creditors or class of creditors as required under law and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;
- (13) To send the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of concerned region, income tax authorities, concerned Registrar of Companies, concerned Official Liquidator or to such other authorities as may be required, for necessary action on their part under the Act and relevant Rules in this regard

For DLF Universal Limited


Director

DLF UNIVERSAL LIMITED


Regd. Office: - Shopping Mall, 3rd Floor, Aijun Marg, DLF City, Phase-I, Gurugram - 122 002, Haryana
Email ID: corporateaffairs@dlf.in Phone No. 0124-4334200
CIN: - U55100HR1980PLC034800

and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;

- (14) To obtain order of the Hon'ble NCLT, approving the Scheme and to file the same with the concerned Registrar of Companies or such other authorities, as may be required so as to make the sanctioned Scheme effective;
- (15) To affix the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on such documents, as may be necessary in this regard;
- (16) To sign, modify and file appeal(s), application(s) etc. before the Hon'ble NCLT, NCLAT, High Court(s), Hon'ble Supreme Court of India or any other court/authority/tribunal, regarding the proposed Scheme;
- (17) To withdraw the Scheme, filed before the concerned Government/Statutory authorities and the Hon'ble Tribunal(s), if required, under the applicable law(s);
- (18) To do all further acts, deeds, matters and things, as may be necessary, proper, desirable and expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;
- (19) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company;
- (20) To delegate the powers granted to the Authorized Signatories to such other person(s) as they may deem necessary or expedient in the interest of the Company in relation to implementation of this Resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT a certified true Copy of this Resolution be furnished to anyone concerned or interested in the matter or whenever required, under the signatures of any one of the Directors or Company Secretary of the Company."

Certified True Copy
For DLF Universal Limited
For DLF Universal Limited


Director
Yogesh Bhardwaj
Director
DIN: 09199912



HOSHI BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN- U45200HR2006PTC089905

Regd. Office: 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF
HOSHI BUILDERS & DEVELOPERS PRIVATE LIMITED AT ITS MEETING HELD ON
25th OCTOBER 2024.**

"RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (**the 'Act'**) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**the 'Rules'**) and other applicable Rules made thereunder, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], relevant provisions of the Memorandum and Articles of Association of the Company, approval of the Board of Directors of the Company, subject to the requisite approval(s) of the shareholders and creditors of the Company and such other approvals/ sanctions of the Hon'ble National Company Law Tribunal (**'NCLT'**)/Hon'ble National Company Law Appellate Tribunal (**'NCLAT'**) and other competent Court(s), judicial or quasi-judicial authority(ies) or any other regulatory/ government bodies/ tribunals or institutions, as may be applicable [hereinafter collectively referred as the **"Concerned Authority(ies)"**] and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any one of them, be and is hereby accorded to the Scheme of Amalgamation (**the 'Scheme'**) as per the terms and conditions mentioned in the Scheme involving:

1. **Aaralyn Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091946) (Transferor Company No.1)
2. **Afaaf Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089505)..... (Transferor Company No. 2)
3. **Akina Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089506) (Transferor Company No. 3)
4. **Arlie Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091949)..... (Transferor Company No. 4)
5. **Atherol Builders & Developers Private Limited**
(CIN : U45400HR2007PTC089790)..... (Transferor Company No. 5)
6. **Cadence Real Estates Private Limited**
(CIN : U45201HR2006PTC091311)..... (Transferor Company No. 6)
7. **Demarco Developers and Constructions Private Limited**
(CIN : U45400HR2007PTC036803)..... (Transferor Company No. 7)
8. **DLF Universal Limited**
(CIN : U55100HR1980PLC034800)..... (Transferor Company No. 8)
9. **Hoshi Builders & Developers Private Limited**
(CIN : U45200HR2006PTC089905)..... (Transferor Company No. 9)
10. **Joyanti Real Estate Developers Private Limited**
(CIN : U45201HR2005PTC091315)..... (Transferor Company No. 10)

For Hoshi Builders & Developers Pvt. Ltd.

Director

HOSHI BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN- U45200HR2006PTC089905

Regd. Office: 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

11. **Mufallah Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091958)..... (Transferor Company No. 11)
12. **Ophira Builders & Developers Private Limited**
(CIN : U45200HR2006PTC091961)..... (Transferor Company No. 12)
13. **Oriel Real Estates Private Limited**
(CIN : U70101HR2014PTC107211)..... (Transferor Company No. 13)
14. **Sagardutt Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091320)..... (Transferor Company No. 14)
15. **Vamil Builders & Developers Private Limited**
(CIN : U45201HR2006PTC092046)..... (Transferor Company No. 15)
16. **Verano Builders & Developers Private Limited**
(CIN : U70101HR2007PTC091412)..... (Transferor Company No. 16)

With

17. **DLF Limited**
(CIN : L70101HR1963PLC002484)..... (Transferee Company)

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April 2024 or such other date, as may be agreed upon in writing by the Board of Directors of the Transferor and Transferee Company(ies) or as may be ordered / approved by the Hon'ble NCLT (the 'Appointed Date').

RESOLVED FURTHER THAT the Board took note that the Transferor Companies No. 1 to 16 are direct and/or indirect wholly-owned subsidiaries of the Transferee Company and pursuant to the Scheme the entire issued, subscribed and paid-up share capital of these companies and Convertible securities, if any, issued by the Transferor Companies and subscribed by the Transferee Company shall get extinguished and cancelled upon merger.

RESOLVED FURTHER THAT the Board does take note that the Accounting Treatment outlined in the Scheme is in compliance with the applicable Ind AS notified under the Act and other Generally Accepted Accounting Principles.

RESOLVED FURTHER THAT the Board does take note and opine that the draft Scheme will be advantageous and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Pankaj Kumar Chaturvedi, Mr. Divya Puri and Mr. Deshbandhu Gupta, Directors and Mr. Puneet Rakheja, Mr. R.P. Punjani, Mr. Pankaj Kumar Jain, Mr. Atul Aggarwal, Mr. Sandeep Datta and Ms. Nikita Rinwa, Authorized Signatories [hereinafter jointly referred to as ('Authorized Signatories')], be and are hereby severally authorized to convey on behalf of the Company (being shareholder or class of shareholders and/or creditor or class of creditors or

For Hoshi Builders & Developers Pvt. Ltd.

Director

HOSHI BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN- U45200HR2006PTC089905

Regd. Office: 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

debenture holders, if any, of the Transferor Company (ies)/ Transferee Company), the consent, support and no-objection to any application for seeking dispensation of the meeting(s) of equity or preference shareholders or any class of shareholders or debenture holders or any class of debenture holders and/or creditors or any class of creditors of the Transferor Company (ies)/ Transferee Company, for approving the Scheme, as may be filed by the Transferor Company(ies)/ Transferee Company in connection with the Scheme proposed to be filed before the Hon'ble NCLT and/ or any person or other concerned authority(ies), as relevant.

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board (duly initiated by the Chairman for the purpose of identification), be and is hereby approved and the Authorized Signatories be and are hereby severally authorized to finalize the Scheme which includes any addition(s), modification(s), alteration(s), amendment(s) or rectification(s) in the Scheme and/ or in any other document(s) related thereto, at any stage, as may be expedient or necessary in this regard and to do all such acts, deeds, things and matters, as may be considered necessary, incidental or ancillary thereto.

RESOLVED FURTHER THAT all the above Authorized Signatories be and are hereby severally authorized, for and on behalf of the Company, to take all necessary steps to give effect to this Resolution including but not limited:

- (1) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/ or creditors of the Company and draft of the explanatory statements as per the provisions under Sections 230 to 232 of the Act, read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT and assent to such alteration(s), condition(s) and modification(s), if any, in the notices and explanatory statements, as may be prescribed or directed by the Hon'ble NCLT/ Hon'ble NCLAT or effect any other modification(s) or amendment(s) as they may consider necessary or desirable to give effect to the Scheme;
- (2) To file the Scheme with the concerned/ appropriate authorities and to obtain the requisite approval(s), if required under the applicable law(s);
- (3) To make any alteration(s)/ modification(s)/ addition(s)/ rectification(s) in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements directed by the Hon'ble NCLT/ Hon'ble NCLAT and/ or any other statutory/ regulatory/ concerned authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme;
- (4) To sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meetings of the shareholders/ creditors of the Company and where necessary, to take steps to convene and hold such meetings, as per the directions of the Hon'ble NCLT and/or any other statutory/regulatory/ concerned authorities;
- (5) To sign, modify and file petitions, pleadings, affidavits, applications, appeals, statements, memos and to engage/ remove counsels, advocates, Chartered Accountants and other Professional/ legal experts/ intermediaries and to do all such acts, deeds, matters and things as may be necessary or required under or

For Hoshi Builders & Developers Pvt. Ltd.
17

Director

HOSHI BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN- U45200HR2006PTC089905

**Regd. Office: 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in**

pursuant to the applicable provisions of the Act including any statutory amendments, modifications or re-enactments thereof, for the time being in force in connection with the sanction of the Scheme by the Hon'ble NCLT or any other Concerned Authority (ies);

- (6) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons as per the directions of the Hon'ble NCLT and/ or any other Concerned Authority(ies);
- (7) To appoint accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and to fix their remuneration;
- (8) To represent before the Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/ or any other statutory/ regulatory/ concerned authorities, wherever required for the Scheme and to do all such acts, deeds, matters and things, as may be at their discretion deem necessary or desirable for such purpose and with powers of the Company, to settle any queries, difficulties or doubts that may arise in this regard and as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to this Resolution;
- (9) To make or assent to any alteration(s), modification(s) in the Scheme or to any condition(s) or limitation(s) which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (10) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/ or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds, things and matters, as may be necessary in this regard;
- (11) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnama etc., as may be necessary, before the Hon'ble NCLT, any court or any authority(ies) etc.;
- (12) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval from the requisite majority of members or class of members or creditors or class of creditors as required under law and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;
- (13) To send the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary

For Hoshi Builders & Developers Pvt. Ltd.

Director

HOSHI BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN- U45200HR2006PTC089905

Regd. Office: 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-1, DLF City, Gurugram-122002, Haryana
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statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of

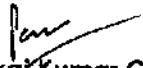
concerned region, income tax authorities, concerned Registrar of Companies, concerned Official Liquidator or to such other authorities as may be required, for necessary action on their part under the Act and relevant Rules in this regard and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;

- (14) To obtain order of the Hon'ble NCLT, approving the Scheme and to file the same with the concerned Registrar of Companies or such other authorities, as may be required so as to make the sanctioned Scheme effective;
- (15) To affix the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on such documents, as may be necessary in this regard;
- (16) To sign, modify and file appeal(s), application(s) etc. before the Hon'ble NCLT, NCLAT, High Court(s), Hon'ble Supreme Court of India or any other court/authority/tribunal, regarding the proposed Scheme;
- (17) To withdraw the Scheme, filed before the concerned Government/Statutory authorities and the Hon'ble Tribunal(s), if required, under the applicable law(s);
- (18) To do all further acts, deeds, matters and things, as may be necessary, proper, desirable and expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;
- (19) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company;
- (20) To delegate the powers granted to the Authorized Signatories to such other person(s) as they may deem necessary or expedient in the interest of the Company in relation to implementation of this Resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT a certified true Copy of this Resolution be furnished to anyone concerned or interested in the matter or whenever required, under the signatures of any one of the Directors of the Company."

**Certified True Copy
for Hoshi Builders & Developers Private Limited**

For Hoshi Builders & Developers Pvt. Ltd.


Director
(Pankaj Kumar Chaturvedi)
Director
DIN: 08698831



JAYANTI REAL ESTATE DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2005PTC091315

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram- 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF
JAYANTI REAL ESTATE DEVELOPERS PRIVATE LIMITED AT ITS MEETING HELD ON 25th
OCTOBER 2024.**

"RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the 'Rules') and other applicable Rules made thereunder, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], relevant provisions of the Memorandum and Articles of Association of the Company, approval of the Board of Directors of the Company, subject to the requisite approval(s) of the shareholders and creditors of the Company and such other approvals/ sanctions of the Hon'ble National Company Law Tribunal ('NCLT')/Hon'ble National Company Law Appellate Tribunal ('NCLAT') and other competent Court(s), judicial or quasi-judicial authority(ies) or any other regulatory/ government bodies/ tribunals or institutions, as may be applicable [hereinafter collectively referred as the "**Concerned Authority(ies)**"] and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any one of them, be and is hereby accorded to the Scheme of Amalgamation (the '**Scheme**') as per the terms and conditions mentioned in the Scheme involving:

1. **Aaralyn Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091946) (Transferor Company No.1)
2. **Afaaf Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089505)..... (Transferor Company No. 2)
3. **Akina Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089506) (Transferor Company No. 3)
4. **Arlie Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091949)..... (Transferor Company No. 4)
5. **Atherol Builders & Developers Private Limited**
(CIN : U45400HR2007PTC089790)..... (Transferor Company No. 5)
6. **Cadence Real Estates Private Limited**
(CIN : U45201HR2006PTC091311)..... (Transferor Company No. 6)
7. **Demarco Developers and Constructions Private Limited**
(CIN : U45400HR2007PTC036803)..... (Transferor Company No. 7)
8. **DLF Universal Limited**
(CIN : U55100HR1980PLC034800)..... (Transferor Company No. 8)
9. **Hoshi Builders & Developers Private Limited**
(CIN : U45200HR2006PTC089905)..... (Transferor Company No. 9)
10. **Jayanti Real Estate Developers Private Limited**
(CIN : U45201HR2005PTC091315)..... (Transferor Company No. 10)

For Jayanti Real Estate Developers Pvt. Ltd.

 Director

JAYANTI REAL ESTATE DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2005PTC091315

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram- 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

11. **Mufallah Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091958)..... (Transferor Company No. 11)
12. **Ophira Builders & Developers Private Limited**
(CIN : U45200HR2006PTC091961)..... (Transferor Company No. 12)
13. **Oriel Real Estates Private Limited**
(CIN : U70101HR2014PTC107211)..... (Transferor Company No. 13)
14. **Sagardutt Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091320)..... (Transferor Company No. 14)
15. **Vamil Builders & Developers Private Limited**
(CIN : U45201HR2006PTC092046)..... (Transferor Company No. 15)
16. **Verano Builders & Developers Private Limited**
(CIN : U70101HR2007PTC091412)..... (Transferor Company No. 16)

With

17. **DLF Limited**
(CIN : L70101HR1963PLC002484)..... (Transferee Company)

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April 2024 or such other date, as may be agreed upon in writing by the Board of Directors of the Transferor and Transferee Company(ies) or as may be ordered / approved by the Hon'ble NCLT (the 'Appointed Date').

RESOLVED FURTHER THAT the Board took note that the Transferor Companies No. 1 to 16 are direct and/or indirect wholly-owned subsidiaries of the Transferee Company and pursuant to the Scheme the entire issued, subscribed and paid-up share capital of these companies and Convertible securities, if any, issued by the Transferor Companies and subscribed by the Transferee Company shall get extinguished and cancelled upon merger.

RESOLVED FURTHER THAT the Board does take note that the Accounting Treatment outlined in the Scheme is in compliance with the applicable Ind AS notified under the Act and other Generally Accepted Accounting Principles.

RESOLVED FURTHER THAT the Board does take note and opine that the draft Scheme will be advantageous and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Jayant Ruben Erickson, Mr. Siddharth Gandhi and Mr. Deepak Garg, Directors and Mr. Puneet Rakheja, Mr. R.P. Punjani, Mr. Pankaj Kumar Jain, Mr. Atul Aggarwal, Mr. Sandeep Datta and Ms. Nikita Rinwa, Authorized Signatories [hereinafter jointly referred to as ('Authorized Signatories')], be and are hereby severally authorized to convey on behalf of the Company

For Jayanti Real Estate Developers Pvt. Ltd.


Director

JAYANTI REAL ESTATE DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2005PTC091315

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram- 122002, Haryana
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(being shareholder or class of shareholders and/or creditor or class of creditors or debenture holders, if any, of the Transferor Company (ies)/ Transferee Company), the consent, support and no-objection to any application for seeking dispensation of the meeting(s) of equity or preference shareholders or any class of shareholders or debenture holders or any class of debenture holders and/or creditors or any class of creditors of the Transferor Company (ies)/ Transferee Company, for approving the Scheme, as may be filed by the Transferor Company(ies)/ Transferee Company in connection with the Scheme proposed to be filed before the Hon'ble NCLT and/ or any person or other concerned authority(ies), as relevant.

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board (duly initialed by the Chairman for the purpose of identification), be and is hereby approved and the Authorized Signatories be and are hereby severally authorized to finalize the Scheme which includes any addition(s), modification(s), alteration(s), amendment(s) or rectification(s) in the Scheme and/ or in any other document(s) related thereto, at any stage, as may be expedient or necessary in this regard and to do all such acts, deeds, things and matters, as may be considered necessary, incidental or ancillary thereto.

RESOLVED FURTHER THAT all the above Authorized Signatories be and are hereby severally authorized, for and on behalf of the Company, to take all necessary steps to give effect to this Resolution including but not limited:

- (1) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/ or creditors of the Company and draft of the explanatory statements as per the provisions under Sections 230 to 232 of the Act, read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT and assent to such alteration(s), condition(s) and modification(s), if any, in the notices and explanatory statements, as may be prescribed or directed by the Hon'ble NCLT/ Hon'ble NCLAT or effect any other modification(s) or amendment(s) as they may consider necessary or desirable to give effect to the Scheme;
- (2) To file the Scheme with the concerned/ appropriate authorities and to obtain the requisite approval(s), if required under the applicable law(s);
- (3) To make any alteration(s)/ modification(s)/ addition(s)/ rectification(s) in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements directed by the Hon'ble NCLT/ Hon'ble NCLAT and/ or any other statutory/ regulatory/ concerned authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme;
- (4) To sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meetings of the shareholders/ creditors of the Company and where necessary, to take steps to convene and hold such meetings, as per the directions of the Hon'ble NCLT and/or any other statutory/regulatory/ concerned authorities;

For Jayanti Real Estate Developers Pvt. Ltd.


Director

JAYANTI REAL ESTATE DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2005PTC091315

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Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

- (5) To sign, modify and file petitions, pleadings, affidavits, applications, appeals, statements, memos and to engage/ remove counsels, advocates, Chartered Accountants and other Professional/ legal experts/ intermediaries and to do all such acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Act including any statutory amendments, modifications or re-enactments thereof, for the time being in force in connection with the sanction of the Scheme by the Hon'ble NCLT or any other Concerned Authority (ies);
- (6) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons as per the directions of the Hon'ble NCLT and/ or any other Concerned Authority(ies);
- (7) To appoint accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and to fix their remuneration;
- (8) To represent before the Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/or any other statutory/ regulatory/ concerned authorities, wherever required for the Scheme and to do all such acts, deeds, matters and things, as may be at their discretion deem necessary or desirable for such purpose and with powers of the Company, to settle any queries, difficulties or doubts that may arise in this regard and as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to this Resolution;
- (9) To make or assent to any alteration(s), modification(s) in the Scheme or to any condition(s) or limitation(s) which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (10) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds, things and matters, as may be necessary in this regard;
- (11) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnama etc., as may be necessary, before the Hon'ble NCLT, any court or any authority(ies) etc.;
- (12) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval from the requisite majority of members or class of members or creditors or class of creditors as required under law and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;

For Jayanti Real Estate Developers Pvt. Ltd.


Director

JAYANTI REAL ESTATE DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2005PTC091315

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram- 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in


- (13) To send the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of concerned region, income tax authorities, concerned Registrar of Companies, concerned Official Liquidator or to such other authorities as may be required, for necessary action on their part under the Act and relevant Rules in this regard and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;
- (14) To obtain order of the Hon'ble NCLT, approving the Scheme and to file the same with the concerned Registrar of Companies or such other authorities, as may be required so as to make the sanctioned Scheme effective;
- (15) To affix the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on such documents, as may be necessary in this regard;
- (16) To sign, modify and file appeal(s), application(s) etc. before the Hon'ble NCLT, NCLAT, High Court(s), Hon'ble Supreme Court of India or any other court/authority/tribunal, regarding the proposed Scheme;
- (17) To withdraw the Scheme, filed before the concerned Government/Statutory authorities and the Hon'ble Tribunal(s), if required, under the applicable law(s);
- (18) To do all further acts, deeds, matters and things, as may be necessary, proper, desirable and expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;
- (19) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company;
- (20) To delegate the powers granted to the Authorized Signatories to such other person(s) as they may deem necessary or expedient in the interest of the Company in relation to implementation of this Resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT a certified true Copy of this Resolution be furnished to anyone concerned or interested in the matter or whenever required, under the signatures of any one of the Directors of the Company."

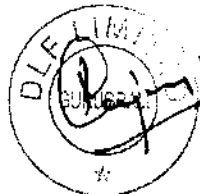
Certified True Copy

for Jayanti Real Estate Developers Private Limited

For Jayanti Real Estate Developers Pvt. Ltd.


Director

(Siddharth Gandhi)
Director
DIN: 08703051



MUFALLAH BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091958

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email Id: corporateaffairs@dlf.in

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF MUFALLAH BUILDERS & DEVELOPERS PRIVATE LIMITED AT ITS MEETING HELD ON 25th OCTOBER 2024.

"RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (**the 'Act'**) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**the 'Rules'**) and other applicable Rules made thereunder, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], relevant provisions of the Memorandum and Articles of Association of the Company, approval of the Board of Directors of the Company, subject to the requisite approval(s) of the shareholders and creditors of the Company and such other approvals/ sanctions of the Hon'ble National Company Law Tribunal (**'NCLT'**)/Hon'ble National Company Law Appellate Tribunal (**'NCLAT'**) and other competent Court(s), judicial or quasi-judicial authority(ies) or any other regulatory/ government bodies/ tribunals or institutions, as may be applicable [hereinafter collectively referred as the **"Concerned Authority(ies)"**] and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any one of them, be and is hereby accorded to the Scheme of Amalgamation (**the 'Scheme'**) as per the terms and conditions mentioned in the Scheme involving:

1. **Aaralyn Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091946) (Transferor Company No.1)
2. **Afaaf Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089505)..... (Transferor Company No. 2)
3. **Akina Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089506) (Transferor Company No. 3)
4. **Arlie Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091949)..... (Transferor Company No. 4)
5. **Atherol Builders & Developers Private Limited**
(CIN : U45400HR2007PTC089790)..... (Transferor Company No. 5)
6. **Cadence Real Estates Private Limited**
(CIN : U45201HR2006PTC091311)..... (Transferor Company No. 6)
7. **Demarco Developers and Constructions Private Limited**
(CIN : U45400HR2007PTC036803)..... (Transferor Company No. 7)
8. **DLF Universal Limited**
(CIN : U55100HR1980PLC034800)..... (Transferor Company No. 8)
9. **Hoshi Builders & Developers Private Limited**
(CIN : U45200HR2006PTC089905)..... (Transferor Company No. 9)
10. **Jayanti Real Estate Developers Private Limited**
(CIN : U45201HR2005PTC091315)..... (Transferor Company No. 10)

For Mufallah Builders & Developers Private Limited

Mam
Director ✓

MUFALLAH BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091958

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

11. **Mufallah Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091958)..... (Transferor Company No. 11)
12. **Ophira Builders & Developers Private Limited**
(CIN : U45200HR2006PTC091961)..... (Transferor Company No. 12)
13. **Oriel Real Estates Private Limited**
(CIN : U70101HR2014PTC107211)..... (Transferor Company No. 13)
14. **Sagardutt Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091320)..... (Transferor Company No. 14)
15. **Vamil Builders & Developers Private Limited**
(CIN : U45201HR2006PTC092046)..... (Transferor Company No. 15)
16. **Verano Builders & Developers Private Limited**
(CIN : U70101HR2007PTC091412)..... (Transferor Company No. 16)

With

17. **DLF Limited**
(CIN : L70101HR1963PLC002484)..... (Transferee Company)

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April 2024 or such other date, as may be agreed upon in writing by the Board of Directors of the Transferor and Transferee Company(ies) or as may be ordered / approved by the Hon'ble NCLT (the 'Appointed Date').

RESOLVED FURTHER THAT the Board took note that the Transferor Companies No. 1 to 16 are direct and/or indirect wholly-owned subsidiaries of the Transferee Company and pursuant to the Scheme the entire issued, subscribed and paid-up share capital of these companies and Convertible securities, if any, issued by the Transferor Companies and subscribed by the Transferee Company shall get extinguished and cancelled upon merger.

RESOLVED FURTHER THAT the Board does take note that the Accounting Treatment outlined in the Scheme is in compliance with the applicable Ind AS notified under the Act and other Generally Accepted Accounting Principles.

RESOLVED FURTHER THAT the Board does take note and opine that the draft Scheme will be advantageous and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Deshbandhu Gupta, Mr. Manoj Kumar and Mr. Sunil Kumar Arora, Directors and Mr. Puneet Rakheja, Mr. R.P. Punjani, Mr. Pankaj Kumar Jain, Mr. Atul Aggarwal, Mr. Sandeep Datta and Ms. Nikita Rinwa, Authorized Signatories [hereinafter jointly referred to as ('Authorized Signatories')], be and are hereby severally authorized to convey on behalf of the Company (being shareholder or class of shareholders and/or creditor or class of creditors or debenture holders, if any, of the Transferor Company (ies)/ Transferee Company), the consent,

For Mufallah Builders & Developers Private Limited

Name _____
Director _____

MUFALLAH BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091958

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email Id: corporateaffairs@dlf.in

support and no-objection to any application for seeking dispensation of the meeting(s) of equity or preference shareholders or any class of shareholders or debenture holders or any class of debenture holders and/or creditors or any class of creditors of the Transferor Company (ies)/ Transferee Company, for approving the Scheme, as may be filed by the Transferor Company(ies)/ Transferee Company in connection with the Scheme proposed to be filed before the Hon'ble NCLT and/ or any person or other concerned authority(ies), as relevant.

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board (duly initiated by the Chairman for the purpose of identification), be and is hereby approved and the Authorized Signatories be and are hereby severally authorized to finalize the Scheme which includes any addition(s), modification(s), alteration(s), amendment(s) or rectification(s) in the Scheme and/ or in any other document(s) related thereto, at any stage, as may be expedient or necessary in this regard and to do all such acts, deeds, things and matters, as may be considered necessary, incidental or ancillary thereto.

RESOLVED FURTHER THAT all the above Authorized Signatories be and are hereby severally authorized, for and on behalf of the Company, to take all necessary steps to give effect to this Resolution including but not limited:

- (1) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/ or creditors of the Company and draft of the explanatory statements as per the provisions under Sections 230 to 232 of the Act, read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT and assent to such alteration(s), condition(s) and modification(s), if any, in the notices and explanatory statements, as may be prescribed or directed by the Hon'ble NCLT/ Hon'ble NCLAT or effect any other modification(s) or amendment(s) as they may consider necessary or desirable to give effect to the Scheme;
- (2) To file the Scheme with the concerned/ appropriate authorities and to obtain the requisite approval(s), if required under the applicable law(s);
- (3) To make any alteration(s)/ modification(s)/ addition(s)/ rectification(s) in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements directed by the Hon'ble NCLT/ Hon'ble NCLAT and/ or any other statutory/ regulatory/ concerned authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme;
- (4) To sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meetings of the shareholders/ creditors of the Company and where necessary, to take steps to convene and hold such meetings, as per the directions of the Hon'ble NCLT and/ or any other statutory/regulatory/ concerned authorities;
- (5) To sign, modify and file petitions, pleadings, affidavits, applications, appeals, statements, memos and to engage/ remove counsels, advocates, Chartered Accountants and other Professional/ legal experts/ intermediaries and to do all such acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Act including any statutory

For Mufallah Builders & Developers Private Limited

Mans
Director

MUFALLAH BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091958

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

amendments, modifications or re-enactments thereof, for the time being in force in connection with the sanction of the Scheme by the Hon'ble NCLT or any other Concerned Authority (ies);

- (6) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons as per the directions of the Hon'ble NCLT and/ or any other Concerned Authority(ies);
- (7) To appoint accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and to fix their remuneration;
- (8) To represent before the Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/or any other statutory/ regulatory/ concerned authorities, wherever required for the Scheme and to do all such acts, deeds, matters and things, as may be at their discretion deem necessary or desirable for such purpose and with powers of the Company, to settle any queries, difficulties or doubts that may arise in this regard and as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to this Resolution;
- (9) To make or assent to any alteration(s), modification(s) in the Scheme or to any condition(s) or limitation(s) which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (10) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds, things and matters, as may be necessary in this regard;
- (11) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnama etc., as may be necessary, before the Hon'ble NCLT, any court or any authority(ies) etc.;
- (12) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval from the requisite majority of members or class of members or creditors or class of creditors as required under law and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;
- (13) To send the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of concerned region, income tax

For Mufallah Builders & Developers Private Limited

Mam
Director

MUFALLAH BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091958

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email Id: corporateaffairs@dlf.in

authorities, concerned Registrar of Companies, concerned Official Liquidator or to such other authorities as may be required, for necessary action on their part under the Act and relevant Rules in this regard and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;

- (14) To obtain order of the Hon'ble NCLT, approving the Scheme and to file the same with the concerned Registrar of Companies or such other authorities, as may be required so as to make the sanctioned Scheme effective;
- (15) To affix the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on such documents, as may be necessary in this regard;
- (16) To sign, modify and file appeal(s), application(s) etc. before the Hon'ble NCLT, NCLAT, High Court(s), Hon'ble Supreme Court of India or any other court/authority/tribunal, regarding the proposed Scheme;
- (17) To withdraw the Scheme, filed before the concerned Government/Statutory authorities and the Hon'ble Tribunal(s), if required, under the applicable law(s);
- (18) To do all further acts, deeds, matters and things, as may be necessary, proper, desirable and expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;
- (19) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company;
- (20) To delegate the powers granted to the Authorized Signatories to such other person(s) as they may deem necessary or expedient in the interest of the Company in relation to implementation of this Resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT a certified true Copy of this Resolution be furnished to anyone concerned or interested in the matter or whenever required, under the signatures of any one of the Directors of the Company."

Certified True Copy
for Mufallah Builders & Developers Private Limited
For Mufallah Builders & Developers Private Limited

Name
Director

(Manoj Kumar)
Director
DIN: 07314323



OPHIRA BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45200HR2006PTC091961

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram – 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF
OPHIRA BUILDERS & DEVELOPERS PRIVATE LIMITED AT ITS MEETING HELD ON
25th OCTOBER 2024.**

“RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (**the ‘Act’**) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**the ‘Rules’**) and other applicable Rules made thereunder, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], relevant provisions of the Memorandum and Articles of Association of the Company, approval of the Board of Directors of the Company, subject to the requisite approval(s) of the shareholders and creditors of the Company and such other approvals/ sanctions of the Hon’ble National Company Law Tribunal (**‘NCLT’**)/Hon’ble National Company Law Appellate Tribunal (**‘NCLAT’**) and other competent Court(s), judicial or quasi-judicial authority(ies) or any other regulatory/ government bodies/ tribunals or institutions, as may be applicable [hereinafter collectively referred as the **“Concerned Authority(ies)”**] and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any one of them, be and is hereby accorded to the Scheme of Amalgamation (**the ‘Scheme’**) as per the terms and conditions mentioned in the Scheme involving:

1. **Aaralyn Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091946) (Transferor Company No.1)
2. **Afaaf Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089505)..... (Transferor Company No. 2)
3. **Akina Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089506) (Transferor Company No. 3)
4. **Artie Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091949)..... (Transferor Company No. 4)
5. **Atherol Builders & Developers Private Limited**
(CIN : U45400HR2007PTC089790)..... (Transferor Company No. 5)
6. **Cadence Real Estates Private Limited**
(CIN : U45201HR2006PTC091311)..... (Transferor Company No. 6)
7. **Demarco Developers and Constructions Private Limited**
(CIN : U45400HR2007PTC036803)..... (Transferor Company No. 7)
8. **DLF Universal Limited**
(CIN : U55100HR1980PLC034800)..... (Transferor Company No. 8)
9. **Hoshi Builders & Developers Private Limited**
(CIN : U45200HR2006PTC089905)..... (Transferor Company No. 9)
10. **Jayanti Real Estate Developers Private Limited**
(CIN : U45201HR2005PTC091315)..... (Transferor Company No. 10)

For Ophira Builders & Developers Pvt. Ltd.

Shiv Kumar
Director

OPHIRA BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45200HR2006PTC091961

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram – 122002, Haryana
Telephone No. (+91) 0124-4334200, Email Id: corporateaffairs@dlf.in

11. Mufallah Builders & Developers Private Limited
(CIN : U45201HR2006PTC091958)..... (Transferor Company No. 11)
 12. Ophira Builders & Developers Private Limited
(CIN : U45200HR2006PTC091961)..... (Transferor Company No. 12)
 13. Oriel Real Estates Private Limited
(CIN : U70101HR2014PTC107211)..... (Transferor Company No. 13)
 14. Sagarduff Builders & Developers Private Limited
(CIN : U45201HR2006PTC091320)..... (Transferor Company No. 14)
 15. Vamil Builders & Developers Private Limited
(CIN : U45201HR2006PTC092046)..... (Transferor Company No. 15)
 16. Verano Builders & Developers Private Limited
(CIN : U70101HR2007PTC091412)..... (Transferor Company No. 16)
- With
17. DLF Limited
(CIN : L70101HR1963PLC002484)..... (Transferee Company)

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April 2024 or such other date, as may be agreed upon in writing by the Board of Directors of the Transferor and Transferee Company(ies) or as may be ordered / approved by the Hon'ble NCLT (the 'Appointed Date').

RESOLVED FURTHER THAT the Board took note that the Transferor Companies No. 1 to 16 are direct and/or indirect wholly-owned subsidiaries of the Transferee

Company and pursuant to the Scheme the entire issued, subscribed and paid-up share capital of these companies and Convertible securities, if any, issued by the Transferor Companies and subscribed by the Transferee Company shall get extinguished and cancelled upon merger.

RESOLVED FURTHER THAT the Board does take note that the Accounting Treatment outlined in the Scheme is in compliance with the applicable Ind AS notified under the Act and other Generally Accepted Accounting Principles.

RESOLVED FURTHER THAT the Board does take note and opine that the draft Scheme will be advantageous and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Manoj Kumar, Ms. Akanksha Moudgil and Mr. Shiv Kumar, Directors and Mr. Puneet Rakheja, Mr. R.P. Punjani, Mr. Pankaj Kumar Jain, Mr. Atul Aggarwal, Mr. Sandeep Datta and Ms. Nikita Rinwa, Authorized Signatories [hereinafter jointly referred to as ('Authorized Signatories')], be and are hereby severally authorized to convey on behalf of the Company (being shareholder or class of shareholders and/or creditor or class of creditors or debenture holders, if any, of the Transferor Company (ies)/ Transferee Company), the consent, support

For Ophira Builders & Developers Pvt. Ltd.

Shiv Kumar
Director

OPHIRA BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45200HR2006PTC091961

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporataffairs@dlf.in

and no-objection to any application for seeking dispensation of the meeting(s) of equity or preference shareholders or any class of shareholders or debenture holders or any class of debenture holders and/or creditors or any class of creditors of the Transferor Company (ies)/ Transferee Company, for approving the Scheme, as may be filed by the Transferor Company(ies)/ Transferee Company in connection with the Scheme proposed to be filed before the Hon'ble NCLT and/ or any person or other concerned authority(ies), as relevant.

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board (duly initialed by the Chairman for the purpose of identification), be and is hereby approved and the Authorized Signatories be and are hereby severally authorized to finalize the Scheme which includes any addition(s), modification(s), alteration(s), amendment(s) or rectification(s) in the Scheme and/ or in any other document(s) related thereto, at any stage, as may be expedient or necessary in this regard and to do all such acts, deeds, things and matters, as may be considered necessary, incidental or ancillary thereto.

RESOLVED FURTHER THAT all the above Authorized Signatories be and are hereby severally authorized, for and on behalf of the Company, to take all necessary steps to give effect to this Resolution including but not limited:

- (1) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/ or creditors of the Company and draft of the explanatory statements as per the provisions under Sections 230 to 232 of the Act, read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT and assent to such alteration(s), condition(s) and modification(s), if any, in the notices and explanatory statements, as may be prescribed or directed by the Hon'ble NCLT/ Hon'ble NCLAT or effect any other modification(s) or amendment(s) as they may consider necessary or desirable to give effect to the Scheme;
- (2) To file the Scheme with the concerned/ appropriate authorities and to obtain the requisite approval(s), if required under the applicable law(s);
- (3) To make any alteration(s)/ modification(s)/ addition(s)/ rectification(s) in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements directed by the Hon'ble NCLT/ Hon'ble NCLAT and/ or any other statutory/ regulatory/ concerned authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme;
- (4) To sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meetings of the shareholders/ creditors of the Company and where necessary, to take steps to convene and hold such meetings, as per the directions of the Hon'ble NCLT and/or any other statutory/regulatory/ concerned authorities;
- (5) To sign, modify and file petitions, pleadings, affidavits, applications, appeals, statements, memos and to engage/ remove counsels, advocates, Chartered Accountants and other Professional/ legal experts/ intermediaries and to do all such acts, deeds, matters and things as may be necessary or required

For Ophira Builders & Developers Pvt. Ltd.

Ravi Kumar

Director

OPHIRA BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45200HR2006PTC091961

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under or pursuant to the applicable provisions of the Act including any statutory amendments, modifications or re-enactments thereof, for the time being in force in connection with the sanction of the Scheme by the Hon'ble NCLT or any other Concerned Authority (ies);

- (6) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons as per the directions of the Hon'ble NCLT and/ or any other Concerned Authority(ies);
- (7) To appoint accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and to fix their remuneration;
- (8) To represent before the Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/or any other statutory/ regulatory/ concerned authorities, wherever required for the Scheme and to do all such acts, deeds, matters and things, as may be at their discretion deem necessary or desirable for such purpose and with powers of the Company, to settle any queries, difficulties or doubts that may arise in this regard and as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to this Resolution;
- (9) To make or assent to any alteration(s), modification(s) in the Scheme or to any condition(s) or limitation(s) which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (10) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds, things and matters, as may be necessary in this regard;
- (11) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnama etc., as may be necessary, before the Hon'ble NCLT, any court or any authority(ies) etc.;
- (12) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval from the requisite majority of members or class of members or creditors or class of creditors as required under law and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;
- (13) To send the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary

For Ophira Builders & Developers Pvt. Ltd.

Shiv Kumar

Director

OPHIRA BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45200HR2006PTC091961

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram – 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporatedaffairs@dlf.in

statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of concerned region, income tax authorities, concerned Registrar of Companies, concerned Official Liquidator or to such other authorities as may be required, for necessary action on their part under the Act and relevant Rules in this regard and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;

- (14) To obtain order of the Hon'ble NCLT, approving the Scheme and to file the same with the concerned Registrar of Companies or such other authorities, as may be required so as to make the sanctioned Scheme effective;
- (15) To affix the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on such documents, as may be necessary in this regard;
- (16) To sign, modify and file appeal(s), application(s) etc. before the Hon'ble NCLT, NCLAT, High Court(s), Hon'ble Supreme Court of India or any other court/authority/tribunal, regarding the proposed Scheme;
- (17) To withdraw the Scheme, filed before the concerned Government/Statutory authorities and the Hon'ble Tribunal(s), if required, under the applicable law(s);
- (18) To do all further acts, deeds, matters and things, as may be necessary, proper, desirable and expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;
- (19) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company;
- (20) To delegate the powers granted to the Authorized Signatories to such other person(s) as they may deem necessary or expedient in the interest of the Company in relation to implementation of this Resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT a certified true Copy of this Resolution be furnished to anyone concerned or interested in the matter or whenever required, under the signatures of any one of the Directors of the Company."

**Certified True Copy
for Ophira Builders & Developers Private Limited**

For Ophira Builders & Developers Pvt. Ltd.

Shiv Kumar

Director

(Shiv Kumar)
Director
DIN: 08698801



ORIEL REAL ESTATES PRIVATE LIMITED

CIN: U70101HR2014PTC107211

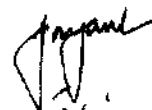
Regd. Off.: 2nd Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF
ORIEL REAL ESTATES PRIVATE LIMITED AT ITS MEETING HELD ON 25th OCTOBER 2024.**

"RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the 'Rules') and other applicable Rules made thereunder, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], relevant provisions of the Memorandum and Articles of Association of the Company, approval of the Board of Directors of the Company, subject to the requisite approval(s) of the shareholders and creditors of the Company and such other approvals/ sanctions of the Hon'ble National Company Law Tribunal ('NCLT')/Hon'ble National Company Law Appellate Tribunal ('NCLAT') and other competent Court(s), judicial or quasi-judicial authority(ies) or any other regulatory/ government bodies/ tribunals or institutions, as may be applicable [hereinafter collectively referred as the "Concerned Authority(ies)"] and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any one of them, be and is hereby accorded to the Scheme of Amalgamation (the 'Scheme') as per the terms and conditions mentioned in the Scheme involving:

1. **Aaralyn Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091946)(Transferor Company No.1)
2. **Afaaf Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089505).....(Transferor Company No. 2)
3. **Akina Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089506)..... (Transferor Company No. 3)
4. **Arlie Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091949)..... (Transferor Company No. 4)
5. **Atherol Builders & Developers Private Limited**
(CIN : U45400HR2007PTC089790).....(Transferor Company No. 5)
6. **Cadence Real Estates Private Limited**
(CIN : U45201HR2006PTC091311)..... (Transferor Company No. 6)
7. **Demarco Developers and Constructions Private Limited**
(CIN : U45400HR2007PTC036803).....(Transferor Company No. 7)
8. **DLF Universal Limited**
(CIN : U55100HR1980PLC034800).....(Transferor Company No. 8)
9. **Hoshi Builders & Developers Private Limited**
(CIN : U45200HR2006PTC089905).....(Transferor Company No. 9)
10. **Jayanti Real Estate Developers Private Limited**
(CIN : U45201HR2005PTC091315).....(Transferor Company No. 10)

For Oriel Real Estates Pvt. Ltd.



Director

ORIEL REAL ESTATES PRIVATE LIMITED

CIN: U70101HR2014PTC107211

Regd. Off.: 2nd Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

11. **Mufallah Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091958)(Transferor Company No. 11)
 12. **Ophira Builders & Developers Private Limited**
(CIN : U45200HR2006PTC091961).....(Transferor Company No. 12)
 13. **Oriel Real Estates Private Limited**
(CIN : U70101HR2014PTC107211).....(Transferor Company No. 13)
 14. **Sagardutt Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091320).....(Transferor Company No. 14)
 15. **Varnil Builders & Developers Private Limited**
(CIN : U45201HR2006PTC092046).....(Transferor Company No. 15)
 16. **Verano Builders & Developers Private Limited**
(CIN : U70101HR2007PTC091412).....(Transferor Company No. 16)
- With**
17. **DLF Limited**
(CIN : L70101HR1963PLC002484)..... (Transferee Company)

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April 2024 or such other date, as may be agreed upon in writing by the Board of Directors of the Transferor and Transferee Company(ies) or as may be ordered / approved by the Hon'ble NCLT (the 'Appointed Date').

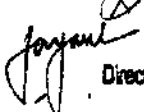
RESOLVED FURTHER THAT the Board took note that the Transferor Companies No. 1 to 16 are direct and/or indirect wholly-owned subsidiaries of the Transferee Company and pursuant to the Scheme the entire issued, subscribed and paid-up share capital of these companies and Convertible securities, if any, issued by the Transferor Companies and subscribed by the Transferee Company shall get extinguished and cancelled upon merger.

RESOLVED FURTHER THAT the Board does take note that the Accounting Treatment outlined in the Scheme is in compliance with the applicable Ind AS notified under the Act and other Generally Accepted Accounting Principles.

RESOLVED FURTHER THAT the Board does take note and opine that the draft Scheme will be advantageous and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Arun Kumar Bhagal, Mr. Jayant Ruben Erickson and Mr. Deshbandhu Gupta, Directors and Mr. Puneet Rakheja, Mr. R.P. Punjari, Mr. Pankaj Kumar Jain, Mr. Atul Aggarwal, Mr. Sandeep Datta and Ms. Nikita Rinwa, Authorized Signatories [hereinafter jointly referred to as ('Authorized Signatories')], be and are hereby severally authorized to convey on behalf of the Company (being shareholder or class of shareholders and/or creditor or class of creditors or debenture holders, if any, of the Transferor Company (ies)/ Transferee Company), the consent, support and no-objection to any application for seeking

For Oriel Real Estates Pvt. Ltd.


Director

ORIEL REAL ESTATES PRIVATE LIMITED

CIN: U70101HR2014PTC107211

Regd. Off.: 2nd Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

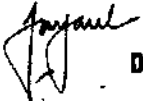
dispensation of the meeting(s) of equity or preference shareholders or any class of shareholders or debenture holders or any class of debenture holders and/or creditors or any class of creditors of the Transferor Company (ies)/ Transferee Company, for approving the Scheme, as may be filed by the Transferor Company(ies)/ Transferee Company in connection with the Scheme proposed to be filed before the Hon'ble NCLT and/ or any person or other concerned authority(ies), as relevant.

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board (duly initialled by the Chairman for the purpose of identification), be and is hereby approved and the Authorized Signatories be and are hereby severally authorized to finalize the Scheme which includes any addition(s), modification(s), alteration(s), amendment(s) or rectification(s) in the Scheme and/ or in any other document(s) related thereto, at any stage, as may be expedient or necessary in this regard and to do all such acts, deeds, things and matters, as may be considered necessary, incidental or ancillary thereto.

RESOLVED FURTHER THAT all the above Authorized Signatories be and are hereby severally authorized, for and on behalf of the Company, to take all necessary steps to give effect to this Resolution including but not limited:

- (1) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/ or creditors of the Company and draft of the explanatory statements as per the provisions under Sections 230 to 232 of the Act, read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT and assent to such alteration(s), condition(s) and modification(s), if any, in the notices and explanatory statements, as may be prescribed or directed by the Hon'ble NCLT/ Hon'ble NCLAT or effect any other modification(s) or amendment(s) as they may consider necessary or desirable to give effect to the Scheme;
- (2) To file the Scheme with the concerned/ appropriate authorities and to obtain the requisite approval(s), if required under the applicable law(s);
- (3) To make any alteration(s)/ modification(s)/ addition(s)/ rectification(s) in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements directed by the Hon'ble NCLT/ Hon'ble NCLAT and / or any other statutory/ regulatory/ concerned authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme;
- (4) To sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meetings of the shareholders/ creditors of the Company and where necessary, to take steps to convene and hold such meetings, as per the directions of the Hon'ble NCLT and/or any other statutory/regulatory/ concerned authorities;
- (5) To sign, modify and file petitions, pleadings, affidavits, applications, appeals, statements, memos and to engage/ remove counsels, advocates, Chartered Accountants and other Professional/ legal experts/ intermediaries and to do all such acts, deeds, matters and things as may be necessary or

For Oriel Real Estates Pvt. Ltd.


Director

ORIEL REAL ESTATES PRIVATE LIMITED

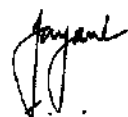
CIN: U70101HR2014PTC107211

Regd. Off.: 2nd Floor, DLF Gateway Tower, R Block, DLF City Phase-III, Gurugram- 122002, Haryana
Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

required under or pursuant to the applicable provisions of the Act including any statutory amendments, modifications or re-enactments thereof, for the time being in force in connection with the sanction of the Scheme by the Hon'ble NCLT or any other Concerned Authority (ies);

- (6) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons as per the directions of the Hon'ble NCLT and/ or any other Concerned Authority(ies);
- (7) To appoint accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and to fix their remuneration.
- (8) To represent before the Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/or any other statutory/ regulatory/ concerned authorities, wherever required for the Scheme and to do all such acts, deeds, matters and things, as may be at their discretion deem necessary or desirable for such purpose and with powers of the Company, to settle any queries, difficulties or doubts that may arise in this regard and as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to this Resolution;
- (9) To make or assent to any alteration(s), modification(s) in the Scheme or to any condition(s) or limitation(s) which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (10) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds, things and matters, as may be necessary in this regard;
- (11) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnama etc., as may be necessary, before the Hon'ble NCLT, any court or any authority(ies) etc.;
- (12) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval from the requisite majority of members or class of members or creditors or class of creditors as required under law and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;

For Oriel Real Estates Pvt. Ltd.



Director

Oriel Real Estates Private Limited

CIN: U70101HR2014PTC107211

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Telephone No. (+91) 0124-4396000, Email id: corporateaffairs@dlf.in

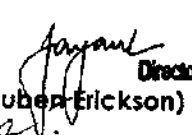
- (13) To send the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of concerned region, income tax authorities, concerned Registrar of Companies, concerned Official Liquidator or to such other authorities as may be required, for necessary action on their part under the Act and relevant Rules in this regard and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;
- (14) To obtain order of the Hon'ble NCLT, approving the Scheme and to file the same with the concerned Registrar of Companies or such other authorities, as may be required so as to make the sanctioned Scheme effective;
- (15) To affix the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on such documents, as may be necessary in this regard;
- (16) To sign, modify and file appeal(s), application(s) etc. before the Hon'ble NCLT, NCLAT, High Court(s), Hon'ble Supreme Court of India or any other court/authority/tribunal, regarding the proposed Scheme;
- (17) To withdraw the Scheme, filed before the concerned Government/Statutory authorities and the Hon'ble Tribunal(s), if required, under the applicable law(s);
- (18) To do all further acts, deeds, matters and things, as may be necessary, proper, desirable and expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;
- (19) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company;
- (20) To delegate the powers granted to the Authorized Signatories to such other person(s) as they may deem necessary or expedient in the interest of the Company in relation to implementation of this Resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT a certified true Copy of this Resolution be furnished to anyone concerned or interested in the matter or whenever required, under the signatures of any one of the Directors of the Company."

CERTIFIED TRUE COPY

For Oriel Real Estates Private Limited

For Oriel Real Estates Pvt. Ltd.


(Jayant Ruben Erickson)
Director
DIN: 08313336



SAGARDUTT BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091320

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email Id: corporateaffairs@dlf.in

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SAGARDUTT BUILDERS & DEVELOPERS PRIVATE LIMITED AT ITS MEETING HELD ON 25th OCTOBER 2024.

"RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the 'Rules') and other applicable Rules made thereunder, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], relevant provisions of the Memorandum and Articles of Association of the Company, approval of the Board of Directors of the Company, subject to the requisite approval(s) of the shareholders and creditors of the Company and such other approvals/ sanctions of the Hon'ble National Company Law Tribunal ('NCLT')/Hon'ble National Company Law Appellate Tribunal ('NCLAT') and other competent Court(s), judicial or quasi-judicial authority(ies) or any other regulatory/ government bodies/ tribunals or institutions, as may be applicable [hereinafter collectively referred as the "Concerned Authority(ies)"] and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any one of them, be and is hereby accorded to the Scheme of Amalgamation (the 'Scheme') as per the terms and conditions mentioned in the Scheme involving:

1. **Aaralyn Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091946) (Transferor Company No.1)
2. **Afaaf Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089505)..... (Transferor Company No. 2)
3. **Akina Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089506) (Transferor Company No. 3)
4. **Arlie Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091949)..... (Transferor Company No. 4)
5. **Atherol Builders & Developers Private Limited**
(CIN : U45400HR2007PTC089790)..... (Transferor Company No. 5)
6. **Cadence Real Estates Private Limited**
(CIN : U45201HR2006PTC091311)..... (Transferor Company No. 6)
7. **Demarco Developers and Constructions Private Limited**
(CIN : U45400HR2007PTC036803)..... (Transferor Company No. 7)
8. **DLF Universal Limited**
(CIN : U55100HR1980PLC034800)..... (Transferor Company No. 8)
9. **Hoshi Builders & Developers Private Limited**
(CIN : U45200HR2006PTC089905)..... (Transferor Company No. 9)
10. **Jayanti Real Estate Developers Private Limited**
(CIN : U45201HR2005PTC091315)..... (Transferor Company No. 10)

For Sagardutt Builders & Developers Pvt. Ltd.

Shiv Kumar

Director

SAGARDUTT BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091320

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram – 122002, Haryana
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11. **Mufallah Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091958)..... (Transferor Company No. 11)
12. **Ophira Builders & Developers Private Limited**
(CIN : U45200HR2006PTC091961)..... (Transferor Company No. 12)
13. **Oriel Real Estates Private Limited**
(CIN : U70101HR2014PTC107211)..... (Transferor Company No. 13)
14. **Sagardutt Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091320)..... (Transferor Company No. 14)
15. **Vamil Builders & Developers Private Limited**
(CIN : U45201HR2006PTC092046)..... (Transferor Company No. 15)
16. **Verano Builders & Developers Private Limited**
(CIN : U70101HR2007PTC091412)..... (Transferor Company No. 16)

With

17. **DLF Limited**
(CIN : L70101HR1963PLC002484)..... (Transferee Company)

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April 2024 or such other date, as may be agreed upon in writing by the Board of Directors of the Transferor and Transferee Company(ies) or as may be ordered / approved by the Hon'ble NCLT (the 'Appointed Date').

RESOLVED FURTHER THAT the Board took note that the Transferor Companies No. 1 to 16 are direct and/or indirect wholly-owned subsidiaries of the Transferee Company and pursuant to the Scheme the entire issued, subscribed and paid-up share capital of these companies and Convertible securities, if any, issued by the Transferor Companies and subscribed by the Transferee Company shall get extinguished and cancelled upon merger.

RESOLVED FURTHER THAT the Board does take note that the Accounting Treatment outlined in the Scheme is in compliance with the applicable Ind AS notified under the Act and other Generally Accepted Accounting Principles.

RESOLVED FURTHER THAT the Board does take note and opine that the draft Scheme will be advantageous and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Manoj Kumar, Ms. Akanksha Moudgil and Mr. Shiv Kumar, Directors and Mr. Puneet Rakheja, Mr. R.P. Punjani, Mr. Pankaj Kumar Jain, Mr. Atul Aggarwal, Mr. Sandeep Datta and Ms. Nikita Rinwa, Authorized Signatories [hereinafter jointly referred to as ('Authorized Signatories')], be and are hereby severally authorized to convey on behalf of the Company (being shareholder or class of shareholders and/or creditor or class of creditors or debenture holders, if any,

For Sagardutt Builders & Developers Pvt. Ltd.

Shiv Kumar

Director

8

SAGARDUTT BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091320

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Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in**

of the Transferor Company (ies)/ Transferee Company), the consent, support and no-objection to any application for seeking dispensation of the meeting(s) of equity or preference shareholders or any class of shareholders or debenture holders or any class of debenture holders and/or creditors or any class of creditors of the Transferor Company (ies)/ Transferee Company, for approving the Scheme, as may be filed by the Transferor Company(ies)/ Transferee Company in connection with the Scheme proposed to be filed before the Hon'ble NCLT and/ or any person or other concerned authority(ies), as relevant.

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board (duly initiated by the Chairman for the purpose of identification), be and is hereby approved and the Authorized Signatories be and are hereby severally authorized to finalize the Scheme which includes any addition(s), modification(s), alteration(s), amendment(s) or rectification(s) in the Scheme and/ or in any other document(s) related thereto, at any stage, as may be expedient or necessary in this regard and to do all such acts, deeds, things and matters, as may be considered necessary, incidental or ancillary thereto.

RESOLVED FURTHER THAT all the above Authorized Signatories be and are hereby severally authorized, for and on behalf of the Company, to take all necessary steps to give effect to this Resolution including but not limited:

- (1) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/ or creditors of the Company and draft of the explanatory statements as per the provisions under Sections 230 to 232 of the Act, read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT and assent to such alteration(s), condition(s) and modification(s), if any, in the notices and explanatory statements, as may be prescribed or directed by the Hon'ble NCLT/ Hon'ble NCLAT or effect any other modification(s) or amendment(s) as they may consider necessary or desirable to give effect to the Scheme;
- (2) To file the Scheme with the concerned/ appropriate authorities and to obtain the requisite approval(s), if required under the applicable law(s);
- (3) To make any alteration(s)/ modification(s)/ addition(s)/ rectification(s) in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements directed by the Hon'ble NCLT/ Hon'ble NCLAT and/ or any other statutory/ regulatory/ concerned authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme;
- (4) To sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meetings of the shareholders/ creditors of the Company and where necessary, to take steps to convene and hold such meetings, as per the directions of the Hon'ble NCLT and/or any other statutory/regulatory/ concerned authorities;
- (5) To sign, modify and file petitions, pleadings, affidavits, applications, appeals, statements, memos and to engage/ remove counsels, advocates, Chartered Accountants and other Professional/ legal experts/ intermediaries and to do all

For Sagardutt Builders & Developers Pvt. Ltd.

S. K. Kumar

Director

SAGARDUTT BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091320

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Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in**

such acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Act including any statutory amendments, modifications or re-enactments thereof, for the time being in force in connection with the sanction of the Scheme by the Hon'ble NCLT or any other Concerned Authority (ies);

- (6) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons as per the directions of the Hon'ble NCLT and/or any other Concerned Authority(ies);
- (7) To appoint accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and to fix their remuneration;
- (8) To represent before the Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/or any other statutory/ regulatory/ concerned authorities, wherever required for the Scheme and to do all such acts, deeds, matters and things, as may be at their discretion deem necessary or desirable for such purpose and with powers of the Company, to settle any queries, difficulties or doubts that may arise in this regard and as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to this Resolution;
- (9) To make or assent to any alteration(s), modification(s) in the Scheme or to any condition(s) or limitation(s) which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (10) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds, things and matters, as may be necessary in this regard;
- (11) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnama etc., as may be necessary, before the Hon'ble NCLT, any court or any authority(ies) etc.;
- (12) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval from the requisite majority of members or class of members or creditors or class of creditors as required under law and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;

For Sagardutt Builders & Developers Pvt. Ltd.

Shiv Kumar

Director

B

SAGARDUTT BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC091320

**Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram – 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in**

- (13) To send the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of concerned region, income tax authorities, concerned Registrar of Companies, concerned Official Liquidator or to such other authorities as may be required, for necessary action on their part under the Act and relevant Rules in this regard and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;
- (14) To obtain order of the Hon'ble NCLT, approving the Scheme and to file the same with the concerned Registrar of Companies or such other authorities, as may be required so as to make the sanctioned Scheme effective;
- (15) To affix the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on such documents, as may be necessary in this regard;
- (16) To sign, modify and file appeal(s), application(s) etc. before the Hon'ble NCLT, NCLAT, High Court(s), Hon'ble Supreme Court of India or any other court/authority/tribunal, regarding the proposed Scheme;
- (17) To withdraw the Scheme, filed before the concerned Government/Statutory authorities and the Hon'ble Tribunal(s), if required, under the applicable law(s);
- (18) To do all further acts, deeds, matters and things, as may be necessary, proper, desirable and expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;
- (19) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company;
- (20) To delegate the powers granted to the Authorized Signatories to such other person(s) as they may deem necessary or expedient in the interest of the Company in relation to implementation of this Resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT a certified true Copy of this Resolution be furnished to anyone concerned or interested in the matter or whenever required, under the signatures of any one of the Directors of the Company."

Certified True Copy

for Sagardutt Builders & Developers Private Limited

For Sagardutt Builders & Developers Pvt. Ltd.

Shiv Kumar

Director

**(Shiv Kumar)
Director
DIN: 08698801**



VAMIL BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC092046

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurgaon - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dfl.in

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF VAMIL BUILDERS & DEVELOPERS PRIVATE LIMITED AT ITS MEETING HELD ON 25th OCTOBER 2024.

"RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (**the 'Act'**) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**the 'Rules'**) and other applicable Rules made thereunder, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], relevant provisions of the Memorandum and Articles of Association of the Company, approval of the Board of Directors of the Company, subject to the requisite approval(s) of the shareholders and creditors of the Company and such other approvals/ sanctions of the Hon'ble National Company Law Tribunal (**'NCLT'**)/Hon'ble National Company Law Appellate Tribunal (**'NCLAT'**) and other competent Court(s), judicial or quasi-judicial authority(ies) or any other regulatory/ government bodies/ tribunals or institutions, as may be applicable [hereinafter collectively referred as the **"Concerned Authority(ies)"**] and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any one of them, be and is hereby accorded to the Scheme of Amalgamation (**the 'Scheme'**) as per the terms and conditions mentioned in the Scheme involving:

1. **Aaralyn Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091946) (Transferor Company No.1)
2. **Afaaf Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089505)..... (Transferor Company No. 2)
3. **Akina Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089506) (Transferor Company No. 3)
4. **Arlie Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091949)..... (Transferor Company No. 4)
5. **Atherol Builders & Developers Private Limited**
(CIN : U45400HR2007PTC089790)..... (Transferor Company No. 5)
6. **Cadence Real Estates Private Limited**
(CIN : U45201HR2006PTC091311)..... (Transferor Company No. 6)
7. **Demarco Developers and Constructions Private Limited**
(CIN : U45400HR2007PTC036803)..... (Transferor Company No. 7)
8. **DLF Universal Limited**
(CIN : U55100HR1980PLC034800)..... (Transferor Company No. 8)
9. **Hoshi Builders & Developers Private Limited**
(CIN : U45200HR2006PTC089905)..... (Transferor Company No. 9)
10. **Jayanti Real Estate Developers Private Limited**
(CIN : U45201HR2005PTC091315)..... (Transferor Company No. 10)

For Vamil Builders & Developers Pvt. Ltd.


Director

VAMIL BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC092046

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11. **Mufallah Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091958)..... (Transferor Company No. 11)
12. **Ophira Builders & Developers Private Limited**
(CIN : U45200HR2006PTC091961)..... (Transferor Company No. 12)
13. **Oriel Real Estates Private Limited**
(CIN : U70101HR2014PTC107211)..... (Transferor Company No. 13)
14. **Sagardutt Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091320)..... (Transferor Company No. 14)
15. **Vamil Builders & Developers Private Limited**
(CIN : U45201HR2006PTC092046)..... (Transferor Company No. 15)
16. **Verano Builders & Developers Private Limited**
(CIN : U70101HR2007PTC091412)..... (Transferor Company No. 16)

With

17. **DLF Limited**
(CIN : L70101HR1963PLC002484)..... (Transferee Company)

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April 2024 or such other date, as may be agreed upon in writing by the Board of Directors of the Transferor and Transferee Company(ies) or as may be ordered / approved by the Hon'ble NCLT (the 'Appointed Date').

RESOLVED FURTHER THAT the Board took note that the Transferor Companies No. 1 to 16 are direct and/or indirect wholly-owned subsidiaries of the Transferee Company and pursuant to the Scheme the entire issued, subscribed and paid-up share capital of these companies and Convertible securities, if any, issued by the Transferor Companies and subscribed by the Transferee Company shall get extinguished and cancelled upon merger.

RESOLVED FURTHER THAT the Board does take note that the Accounting Treatment outlined in the Scheme is in compliance with the applicable Ind AS notified under the Act and other Generally Accepted Accounting Principles.

RESOLVED FURTHER THAT the Board does take note and opine that the draft Scheme will be advantageous and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Sanjeev Adya, Mr. Anshul Singhat and Mr. Manpreet Singh, Directors and Mr. Puneet Rakheja, Mr. R.P. Punjani, Mr. Pankaj Kumar Jain, Mr. Atul Aggarwal, Mr. Sandeep Datta and Ms. Nikita Rinwa, Authorized Signatories [hereinafter jointly referred to as ('Authorized Signatories')], be and are hereby severally authorized to convey on behalf of the Company (being shareholder or class of shareholders and/or creditor or class of creditors or debenture holders, if any, of the Transferor Company (ies)/ Transferee Company), the consent, support and no-

For Vamil Builders & Developers Pvt. Ltd.


Director

VAMIL BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC092046

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

objection to any application for seeking dispensation of the meeting(s) of equity or preference shareholders or any class of shareholders or debenture holders or any class of debenture holders and/or creditors or any class of creditors of the Transferor Company (ies)/ Transferee Company, for approving the Scheme, as may be filed by the Transferor Company(ies)/ Transferee Company in connection with the Scheme proposed to be filed before the Hon'ble NCLT and/ or any person or other concerned authority(ies), as relevant.

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board (duly initiated by the Chairman for the purpose of identification), be and is hereby approved and the Authorized Signatories be and are hereby severally authorized to finalize the Scheme which includes any addition(s), modification(s), alteration(s), amendment(s) or rectification(s) in the Scheme and/ or in any other document(s) related thereto, at any stage, as may be expedient or necessary in this regard and to do all such acts, deeds, things and matters, as may be considered necessary, incidental or ancillary thereto.

RESOLVED FURTHER THAT all the above Authorized Signatories be and are hereby severally authorized, for and on behalf of the Company, to take all necessary steps to give effect to this Resolution including but not limited:

- (1) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/ or creditors of the Company and draft of the explanatory statements as per the provisions under Sections 230 to 232 of the Act, read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT and assent to such alteration(s), condition(s) and modification(s), if any, in the notices and explanatory statements, as may be prescribed or directed by the Hon'ble NCLT/ Hon'ble NCLAT or effect any other modification(s) or amendment(s) as they may consider necessary or desirable to give effect to the Scheme;
- (2) To file the Scheme with the concerned/ appropriate authorities and to obtain the requisite approval(s), if required under the applicable law(s);
- (3) To make any alteration(s)/ modification(s)/ addition(s)/ rectification(s) in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements directed by the Hon'ble NCLT/ Hon'ble NCLAT and/ or any other statutory/ regulatory/ concerned authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme;
- (4) To sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meetings of the shareholders/ creditors of the Company and where necessary, to take steps to convene and hold such meetings, as per the directions of the Hon'ble NCLT and/ or any other statutory/regulatory/ concerned authorities;
- (5) To sign, modify and file petitions, pleadings, affidavits, applications, appeals, statements, memos and to engage/ remove counsels, advocates, Chartered Accountants and other Professional/ legal experts/ intermediaries and to do all such acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Act including any statutory

For Vamil Builders & Developers Pvt. Ltd.


Director

VAMIL BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC092046

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram – 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

amendments, modifications or re-enactments thereof, for the time being in force in connection with the sanction of the Scheme by the Hon'ble NCLT or any other Concerned Authority (ies);

- (6) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons as per the directions of the Hon'ble NCLT and/ or any other Concerned Authority(ies);
- (7) To appoint accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and to fix their remuneration;
- (8) To represent before the Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/or any other statutory/ regulatory/ concerned authorities, wherever required for the Scheme and to do all such acts, deeds, matters and things, as may be at their discretion deem necessary or desirable for such purpose and with powers of the Company, to settle any queries, difficulties or doubts that may arise in this regard and as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to this Resolution;
- (9) To make or assent to any alteration(s), modification(s) in the Scheme or to any condition(s) or limitation(s) which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (10) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds, things and matters, as may be necessary in this regard;
- (11) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnama etc., as may be necessary, before the Hon'ble NCLT, any court or any authority(ies) etc.;
- (12) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval from the requisite majority of members or class of members or creditors or class of creditors as required under law and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;
- (13) To send the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of concerned region, income tax

For Vamil Builders & Developers Pvt. Ltd.


Director

VAMIL BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U45201HR2006PTC092046

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email Id: corporateaffairs@dlf.in

authorities, concerned Registrar of Companies, concerned Official Liquidator or to such other authorities as may be required, for necessary action on their part under the Act and relevant Rules in this regard and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;

- (14) To obtain order of the Hon'ble NCLT, approving the Scheme and to file the same with the concerned Registrar of Companies or such other authorities, as may be required so as to make the sanctioned Scheme effective;
- (15) To affix the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on such documents, as may be necessary in this regard;
- (16) To sign, modify and file appeal(s), application(s) etc. before the Hon'ble NCLT, NCLAT, High Court(s), Hon'ble Supreme Court of India or any other court/authority/tribunal, regarding the proposed Scheme;
- (17) To withdraw the Scheme, filed before the concerned Government/Statutory authorities and the Hon'ble Tribunal(s), if required, under the applicable law(s);
- (18) To do all further acts, deeds, matters and things, as may be necessary, proper, desirable and expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;
- (19) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company;
- (20) To delegate the powers granted to the Authorized Signatories to such other person(s) as they may deem necessary or expedient in the interest of the Company in relation to implementation of this Resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT a certified true Copy of this Resolution be furnished to anyone concerned or interested in the matter or whenever required, under the signatures of any one of the Directors of the Company."

Certified True Copy

for **Vamil Builders & Developers Private Limited**

For Vamil Builders & Developers Pvt. Ltd.

(Sanjeev Adya)
Director
DIN: 08703545

Director



VERANO BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U70101HR2007PTC091412

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram – 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF VERANO BUILDERS & DEVELOPERS PRIVATE LIMITED AT ITS MEETING HELD ON 25th OCTOBER 2024.

"RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (**the 'Act'**) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**the 'Rules'**) and other applicable Rules made thereunder, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], relevant provisions of the Memorandum and Articles of Association of the Company, approval of the Board of Directors of the Company, subject to the requisite approval(s) of the shareholders and creditors of the Company and such other approvals/ sanctions of the Hon'ble National Company Law Tribunal (**'NCLT'**)/Hon'ble National Company Law Appellate Tribunal (**'NCLAT'**) and other competent Court(s), judicial or quasi-judicial authority(ies) or any other regulatory/ government bodies/ tribunals or institutions, as may be applicable [hereinafter collectively referred as the **"Concerned Authority(ies)"**] and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any one of them, be and is hereby accorded to the Scheme of Amalgamation (**the 'Scheme'**) as per the terms and conditions mentioned in the Scheme involving:

1. **Aaralyn Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091946) (Transferor Company No.1)
2. **Afaaf Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089505)..... (Transferor Company No. 2)
3. **Akina Builders & Developers Private Limited**
(CIN : U45201HR2006PTC089506) (Transferor Company No. 3)
4. **Arlie Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091949)..... (Transferor Company No. 4)
5. **Atherol Builders & Developers Private Limited**
(CIN : U45400HR2007PTC089790)..... (Transferor Company No. 5)
6. **Cadence Real Estates Private Limited**
(CIN : U45201HR2006PTC091311)..... (Transferor Company No. 6)
7. **Demarco Developers and Constructions Private Limited**
(CIN : U45400HR2007PTC036803)..... (Transferor Company No. 7)
8. **DLF Universal Limited**
(CIN : U55100HR1980PLC034800)..... (Transferor Company No. 8)
9. **Hoshi Builders & Developers Private Limited**
(CIN : U45200HR2006PTC089905)..... (Transferor Company No. 9)
10. **Jayanti Real Estate Developers Private Limited**
(CIN : U45201HR2005PTC091315)..... (Transferor Company No. 10)

For Verano Builders & Developers Pvt. Ltd.


Director

VERANO BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U70101HR2007PTC091412

Regd. Off. : 1st Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

11. **Mufallah Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091958)..... (Transferor Company No. 11)
12. **Ophira Builders & Developers Private Limited**
(CIN : U45200HR2006PTC091961)..... (Transferor Company No. 12)
13. **Oriel Real Estates Private Limited**
(CIN : U70101HR2014PTC107211)..... (Transferor Company No. 13)
14. **Sagardutt Builders & Developers Private Limited**
(CIN : U45201HR2006PTC091320)..... (Transferor Company No. 14)
15. **Vamil Builders & Developers Private Limited**
(CIN : U45201HR2006PTC092046)..... (Transferor Company No. 15)

16. **Verano Builders & Developers Private Limited**
(CIN : U70101HR2007PTC091412)..... (Transferor Company No. 16)

With

17. **DLF Limited**
(CIN : L70101HR1963PLC002484)..... (Transferee Company)

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April 2024 or such other date, as may be agreed upon in writing by the Board of Directors of the Transferor and Transferee Company(ies) or as may be ordered / approved by the Hon'ble NCLT (the 'Appointed Date').

RESOLVED FURTHER THAT the Board took note that the Transferor Companies No. 1 to 16 are direct and/or indirect wholly-owned subsidiaries of the Transferee Company and pursuant to the Scheme the entire issued, subscribed and paid-up share capital of these companies and Convertible securities, if any, issued by the Transferor Companies and subscribed by the Transferee Company shall get extinguished and cancelled upon merger.

RESOLVED FURTHER THAT the Board does take note that the Accounting Treatment outlined in the Scheme is in compliance with the applicable Ind AS notified under the Act and other Generally Accepted Accounting Principles.

RESOLVED FURTHER THAT the Board does take note and opine that the draft Scheme will be advantageous and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Pankaj Kumar Chaturvedi, Mr. Abhinav Kumar Johri and Mr. Sunil Kumar Arora, Directors and Mr. Puneel Rakheja, Mr. R.P. Punjani, Mr. Pankaj Kumar Jain, Mr. Atul Aggarwal, Mr. Sandeep Datta and Ms. Nikita Rinwa, Authorized Signatories [hereinafter jointly referred to as ('Authorized Signatories')], be and are hereby severally authorized to convey on behalf of the Company (being

For Verano Builders & Developers Pvt. Ltd.


Director

VERANO BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U70101HR2007PTC091412

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shareholder or class of shareholders and/or creditor or class of creditors or debenture holders, if any, of the Transferor Company (ies)/ Transferee Company), the consent, support and no-objection to any application for seeking dispensation of the meeting(s) of equity or preference shareholders or any class of shareholders or debenture holders or any class of debenture holders and/or creditors or any class of creditors of the Transferor Company (ies)/ Transferee Company, for approving the Scheme, as may be filed by the Transferor Company(ies)/ Transferee Company in connection with the Scheme proposed to be filed before the Hon'ble NCLT and/ or any person or other concerned authority(ies), as relevant.

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board (duly initialed by the Chairman for the purpose of identification), be and is hereby approved and the Authorized Signatories be and are hereby severally authorized to finalize the Scheme which includes any addition(s), modification(s), alteration(s), amendment(s) or rectification(s) in the Scheme and/ or in any other document(s) related thereto, at any stage, as may be expedient or necessary in this regard and to do all such acts, deeds, things and matters, as may be considered necessary, incidental or ancillary thereto.

RESOLVED FURTHER THAT all the above Authorized Signatories be and are hereby severally authorized, for and on behalf of the Company, to take all necessary steps to give effect to this Resolution including but not limited:

- (1) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/ or creditors of the Company and draft of the explanatory statements as per the provisions under Sections 230 to 232 of the Act, read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT and assent to such alteration(s), condition(s) and modification(s), if any, in the notices and explanatory statements, as may be prescribed or directed by the Hon'ble NCLT/ Hon'ble NCLAT or effect any other modification(s) or amendment(s) as they may consider necessary or desirable to give effect to the Scheme;
- (2) To file the Scheme with the concerned/ appropriate authorities and to obtain the requisite approval(s), if required under the applicable law(s);
- (3) To make any alteration(s)/ modification(s)/ addition(s)/ rectification(s) in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements directed by the Hon'ble NCLT/ Hon'ble NCLAT and/ or any other statutory/ regulatory/ concerned authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme;
- (4) To sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meetings of the shareholders/ creditors of the Company and where necessary, to take steps to convene and hold such meetings, as per the directions of the Hon'ble NCLT and/ or any other statutory/regulatory/ concerned authorities;
- (5) To sign, modify and file petitions, pleadings, affidavits, applications, appeals, statements, memos and to engage/ remove counsels, advocates, Chartered Accountants and other Professional/ legal experts/ intermediaries and to do all

For Verano Builders & Developers Pvt. Ltd.


Director

VERANO BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U70101HR2007PTC091412

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Telephone No. (+91) 0124-4334200, Email id: corporateaffairs@dlf.in

such acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Act including any statutory amendments, modifications or re-enactments thereof, for the time being in force in connection with the sanction of the Scheme by the Hon'ble NCLT or any other Concerned Authority (ies);

- (6) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons as per the directions of the Hon'ble NCLT and/ or any other Concerned Authority(ies);
- (7) To appoint accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and to fix their remuneration;
- (8) To represent before the Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/or any other statutory/ regulatory/ concerned authorities, wherever required for the Scheme and to do all such acts, deeds, matters and things, as may be at their discretion deem necessary or desirable for such purpose and with powers of the Company, to settle any queries, difficulties or doubts that may arise in this regard and as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to this Resolution;
- (9) To make or assent to any alteration(s), modification(s) in the Scheme or to any condition(s) or limitation(s) which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (10) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds, things and matters, as may be necessary in this regard;
- (11) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnama etc., as may be necessary, before the Hon'ble NCLT, any court or any authority(ies) etc.;
- (12) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval from the requisite majority of members or class of members or creditors or class of creditors as required under law and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;
- (13) To send the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary

For Verano Builders & Developers Pvt. Ltd.


Director

VERANO BUILDERS & DEVELOPERS PRIVATE LIMITED

CIN : U70101HR2007PTC091412

Regd. Off. : 3rd Floor, Shopping Mall Complex, Arjun Marg, DLF Phase-I, DLF City, Gurugram - 122002, Haryana
Telephone No. (+91) 0124-4334200. Email id: corporateaffairs@dlf.in

statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of concerned region, income tax authorities, concerned Registrar of Companies, concerned Official Liquidator or to such other authorities as may be required, for necessary action on their part under the Act and relevant Rules in this regard and to do all such acts, deeds, things and matters, as may be necessary and incidental thereto;

- (14) To obtain order of the Hon'ble NCLT, approving the Scheme and to file the same with the concerned Registrar of Companies or such other authorities, as may be required so as to make the sanctioned Scheme effective;
- (15) To affix the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on such documents, as may be necessary in this regard;
- (16) To sign, modify and file appeal(s), application(s) etc. before the Hon'ble NCLT, NCLAT, High Court(s), Hon'ble Supreme Court of India or any other court/authority/tribunal, regarding the proposed Scheme;
- (17) To withdraw the Scheme, filed before the concerned Government/Statutory authorities and the Hon'ble Tribunal(s), if required, under the applicable law(s);
- (18) To do all further acts, deeds, matters and things, as may be necessary, proper, desirable and expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;
- (19) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company;
- (20) To delegate the powers granted to the Authorized Signatories to such other person(s) as they may deem necessary or expedient in the interest of the Company in relation to implementation of this Resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT a certified true Copy of this Resolution be furnished to anyone concerned or interested in the matter or whenever required, under the signatures of any one of the Directors of the Company."

Certified True Copy
for **Verano Builders & Developers Private Limited**
For Verano Builders & Developers Pvt. Ltd.


Director
(Pankaj Kumar Chaturvedi)
Director
DIN: 08698831



DLF LIMITED

DLF Gateway Tower, R Block,
DLF City Phase – III, Gurugram – 122 002,
Haryana (India)
Tel.: (+91-124) 4396000, corporateaffairs@dlf.in



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ITS MEETING HELD ON 25th OCTOBER 2024

"RESOLVED UNANIMOUSLY THAT pursuant to the provisions of Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable Rules made thereunder [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') and Circular(s) issued by the Securities and Exchange Board of India ('SEBI') from time to time, relevant provisions of the Memorandum and Articles of Association of the Company and other applicable rules, regulations, bye-laws, as the case may be and subject to requisite approval(s) of the members and/ or creditors (secured and unsecured), as applicable and such other approvals, sanctions and permissions of the stock exchanges, SEBI, Hon'ble National Company Law Tribunal ('NCLT'), Hon'ble National Company Law Appellate Tribunal ('NCLAT') and other regulatory/ government bodies/ tribunals or institutions, as may be applicable (hereinafter collectively referred as the 'Concerned Authority') and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any of them and in terms of the recommendation of the Audit Committee, consent of the Board of Directors be and is hereby accorded to the Scheme of Amalgamation (the 'Scheme'), as per the terms and conditions mentioned in the Scheme, involving:

1. **Aaralyn Builders & Developers Private Limited**
(CIN: U45201HR2006PTC091946)
(Transferor Company No.1)
2. **Afaaf Builders & Developers Private Limited**
(CIN: U45201HR2006PTC089505)
(Transferor Company No. 2)
3. **Akina Builders & Developers Private Limited**
(CIN: U45201HR2006PTC089506)
(Transferor Company No. 3)
4. **Arlie Builders & Developers Private Limited**
(CIN: U45201HR2006PTC091949)
(Transferor Company No. 4)
5. **Atherol Builders & Developers Private Limited**
(CIN: U45400HR2007PTC089790)
(Transferor Company No. 5)



DLF LIMITED

DLF Gateway Tower, R Block,
DLF City Phase – III, Gurugram – 122 002,
Haryana (India)
Tel.: (+91-124) 4396000, corporateaffairs@dlf.in



6. **Cadence Real Estates Private Limited**
(CIN: U45201HR2006PTC091311)
(Transferor Company No. 6)
7. **Demarco Developers and Constructions Private Limited**
(CIN: U45400HR2007PTC036803)
(Transferor Company No. 7)
8. **DLF Universal Limited**
(CIN: U55100HR1980PLC034800)
(Transferor Company No. 8)
9. **Hoshi Builders & Developers Private Limited**
(CIN: U45200HR2006PTC089905)
(Transferor Company No. 9)
10. **Jayanti Real Estate Developers Private Limited**
(CIN: U45201HR2005PTC091315)
(Transferor Company No. 10)
11. **Mufallah Builders & Developers Private Limited**
(CIN: U45201HR2006PTC091958)
(Transferor Company No. 11)
12. **Ophira Builders & Developers Private Limited**
(CIN: U45200HR2006PTC091961)
(Transferor Company No. 12)
13. **Oriel Real Estates Private Limited**
(CIN: U70101HR2014PTC107211)
(Transferor Company No. 13)
14. **Sagarduff Builders & Developers Private Limited**
(CIN: U45201HR2006PTC091320)
(Transferor Company No. 14)
15. **Vamil Builders & Developers Private Limited**
(CIN: U45201HR2006PTC092046)
(Transferor Company No. 15)
16. **Verano Builders & Developers Private Limited**
(CIN: U70101HR2007PTC091412)
(Transferor Company No. 16)

With

DLF Limited
(CIN: L70101HR1963PLC002484)

(Transferee Company)

RESOLVED FURTHER THAT the Net Worth Certificate issued by Prem Arun Jain & Co., Chartered Accountants, as placed before the Board, be and is hereby approved and adopted for filing along with the Scheme.

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April 2024 or such other date, as may be mutually agreed upon in writing by the Board of

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Directors [including any Committee(s) thereof] of the Transferor and Transferee Companies, or as may be ordered/ approved by the Hon'ble NCLT.

RESOLVED FURTHER THAT BSE Limited be authorized to act as the designated Stock Exchange for the purpose of the Scheme.

RESOLVED FURTHER THAT the Board took note that the Transferor Company Nos. 1 to 16 are direct and/ or indirect wholly-owned subsidiaries of the Transferee Company and pursuant to the Scheme, the entire issued, subscribed and paid-up share capital of Transferor Companies and the Convertible Securities, if any, issued by the Transferor Companies and subscribed by the Transferee Company, shall get extinguished and cancelled upon merger.

RESOLVED FURTHER THAT the Board noted and opined that the draft Scheme will be advantageous and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Ashok Kumar Tyagi, Managing Director and CFO, Mr. Sanjay Goenka, Group Executive Director - Taxation, Mr. Puneet Rakheja, Executive Director - Financial Planning and Analysis, Mr. R.P. Punjani, Company Secretary and Mr. Pankaj Kumar Jain, Senior Vice President - Accounts (hereinafter collectively referred as the 'Authorized Signatories'), be and are hereby severally authorized to finalize the Scheme, which includes any addition(s), modification(s), alteration(s), amendment(s) or rectification(s) in the Scheme and/ or in any other document(s) related thereto, at any stage, as may be expedient or necessary in this regard for (i) filing the Scheme with the Stock Exchange(s) and the Hon'ble NCLT; or (ii) necessary for satisfying the requirements/ limitations/ conditions imposed by the Stock Exchange(s)/ Hon'ble NCLT or any other concerned authority; or (iii) necessary for solving any and all difficulties that may arise for carrying out in the Scheme.

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board, be and is hereby approved and the above-mentioned Authorized Signatories be and are hereby severally authorized to finalize the Scheme, which includes any additions, modifications, alterations, amendments or rectifications in the Scheme and/or in any other documents related thereto, at any stage, as may be expedient or necessary in this regard and to do all such acts, deeds, things and matters incidental thereto.

RESOLVED FURTHER THAT the Finance Committee/ Audit Committee/ Board of Directors be and is hereby authorized to solve any and all difficulties

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that may arise for carrying out in the Scheme, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme and to do all such acts, deeds, things and matters, as may be required necessary to give effect to this Resolution.

RESOLVED FURTHER THAT the above-mentioned Authorized Signatories be and are hereby severally authorized to take all necessary steps to give effect to this Resolution, including but not limited:

- (i) To make any alteration(s)/ modification(s)/ addition(s)/ amendment(s)/ rectification(s) in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements imposed by the Hon'ble NCLT, Stock Exchange(s) and/ or any other statutory/ regulatory authorities, as may be required for making any material changes in the Scheme;
- (ii) To finalize and settle the draft Scheme, draft of the notice(s) for convening/ dispensing with the meeting(s) of the shareholders and/ or creditors of the Company and draft of the explanatory statement(s) under Section 230 to 232 of the Act read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT and assent to such alteration(s), condition(s), revision(s) and modification(s), if any, in the notice(s) and explanatory statement(s), as may be prescribed or imposed by the Hon'ble NCLT or effect any other modification(s) or amendment(s), as they may consider necessary or desirable to give effect to the Scheme;
- (iii) To ensure compliance with the applicable laws;
- (iv) To make any factual corrections and rectification of errors and omissions in the Scheme;
- (v) To file the Scheme with the concerned/ appropriate Stock Exchange(s) and to obtain the requisite approval, if required under the applicable law(s);
- (vi) To sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meeting(s) of the shareholders/ creditors of the Company and where necessary, to take steps to convene and hold such meeting(s), as per the directions of the Hon'ble NCLT and/ or any other statutory/ regulatory authority(ies);
- (vii) To sign, modify and file petitions, pleadings, affidavits, applications, statements, memos and to engage/ remove Counsels, Advocates, Chartered Accountants and other professionals/ legal experts/ intermediaries and to do all such other acts, deeds, things and matters;



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as may be necessary or required under or pursuant to the applicable provisions of the Act including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force, SEBI Listing Regulations and in connection with the sanction of the Scheme by the Hon'ble NCLT.

- (viii) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons, as per the directions of the Hon'ble NCLT and/ or any other Concerned Authority;
- (ix) To appoint accountants, advisors, consultants and other experts for implementation of the Scheme and to fix their remuneration;
- (x) To represent before the Stock Exchange(s), SEBI, Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/ or any other statutory/ regulatory authorities, wherever required in connection with the Scheme and to do all such other acts, deeds, things and matters, as may be at their discretion, deem necessary or desirable for such purpose and with power(s) of the Company, to settle any queries, difficulties or doubts that may arise in this regard, as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to this Resolution;
- (xi) To make or assent to any alternations, modifications to the Scheme or to any conditions or limitation, which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such other acts, deeds, things and matters for putting the Scheme into effect;
- (xii) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/ or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds, things and matters, as may be necessary in this regard;
- (xiii) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnamas etc.,



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- as may be necessary before the Hon'ble NCLT, any Court of law or any authority(ies);
- (xiv) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval with the requisite majority of members or class of members or creditors or class of creditors, as required under law and to do all such other acts, deeds, things and matters, as may be necessary and incidental thereto;
 - (xv) To send the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of concerned region, income tax authorities, concerned Registrar of Companies, concerned Official Liquidator, concerned Stock Exchange(s)/ SEBI, if required or to such other authorities, as may be required, for necessary actions on their part under the Act and relevant Rules in this regard and to do all such other acts, deeds, things and matters, as may be necessary and incidental thereto;
 - (xvi) To obtain Order of the Hon'ble NCLT, approving the Scheme and to file the same with the concerned Registrar of Companies and such other authorities, as may be required so as to make the sanctioned Scheme effective;
 - (xvii) To affix the Common Seal of the Company in accordance with the provisions of the Articles of Association of the Company on such documents, as may be necessary in this regard;
 - (xviii) To do all further acts, deeds, things and matters, as may be necessary, proper, desirable or expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;
 - (xix) To withdraw the Scheme filed before the concerned Government/ Statutory authorities including SEBI and appropriate Stock Exchange(s) and the Hon'ble Tribunal(s), if required, under the applicable law(s);
 - (xx) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company; and



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(xxi) To delegate the powers granted to them, to such other person(s), as they may deem necessary or expedient in the interest of the Company in relation to the implementation of this Resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT all acts, deeds, things and matters done and documents executed aforesaid, shall be deemed to be valid and enforceable only, if the same are consistent with this Resolution and that the Board of Directors shall not be responsible for any illegal and invalid acts and any other act beyond the scope of the aforesaid powers executed by the above-mentioned Authorized Signatories and shall not bind the Company against any third party(ies) or before any authority(ies) in any manner and that the Board of Directors shall not be answerable in that behalf.

RESOLVED FURTHER THAT the aforesaid powers entrusted to the above-mentioned Authorized Signatories, shall be valid, effective and exercisable by them, so long as they are in the employment or associated with the affairs of the Company or its holding/ associate/ subsidiary/ fellow subsidiary/ group company(ies), unless revoked earlier by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to undertake all such other acts, deeds, things and matters, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this Resolution.

RESOLVED FURTHER THAT a certified true copy of this Resolution be issued whenever required, under the signatures of any one of the Directors or the Company Secretary of the Company."

Certified True Copy

For DLF Limited

R.P. Punjani
Company Secretary
FCS:3757



Date of issue: 23rd December 2024