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LEGAL OPINION/TITLE SCRUTINY AND SEARCH REPORT

To
M/s NSL SEZ (HYDERABAD) PRIVATE LIMITED,
Plot No.6, Sy.No.1, IDA, Uppal,
HYDERABAD.

Date: 13-05-2019

Sir,

Sub:- Legal Opinion and title scrutiny/search report in respect of the land admeasuring 2.68 acres (equivalent to 12971.2 Sq.yards or 10845.58 Sq.Mtrs) and land admeasuring 0.77 acres (equivalent to 3726.8 Sq.yards or 3116 Sq.Mtrs) bearing Plot No.6 in Sy.No.1(Part), situated at I.D.A., Uppal, Uppal Revenue Mandal within the limits of GHMC, Medchal-Malkajgiri District, Telangana, which is described below in the Subject Property belonging to the owner/s mentioned below – Reg.

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I. SUBJECT PROPERTY:

All that the land admeasuring 2.68 acres (equivalent to 12971.2 Sq.yards or 10845.58 Sq.Mtrs) upon which the captioned owner is proposing to develop a Multi-storied residential Apartment Complex and the land admeasuring 0.77 acres (equivalent to 3726.8 Sq.yards or 3116 Sq.Mtrs) upon which, the captioned owner is proposing to develop a Club House/Amenities Block out of the land earmarked for residential Project admeasuring 8.35 acres which is out of the larger extent of Ac.36-00 guntas bearing Plot No.6 in Sy.No.1(Part), situated at I.D.A., Uppal, Uppal Revenue Mandal within the limits of GHMC, Medchal-Malkajgiri District, Telangana.

II. NAME OF THE OWNER:

M/s NSL SEZ (HYDERABAD) PRIVATE LIMITED, # Plot No.6, Sy.No.1, IDA, Uppal, HYDERABAD.

III. DETAILS/DESCRIPTION OF DOCUMENTS SCRUTINISED:

Sl. No.	Description of Document	Date of Document	Original/ Xerox
1.	G.O.Ms.No.212 issued by Industries Department, Government of A.P..	14-02-1964	Xerox



2.	Judgment passed by the Hon'ble High Court in W.P.Nos.18646 of 2006 and 4649 of 2007.	30-09-2008	Xerox
3.	Sale Deed executed by APIIC in favour of M/s Parke Davis (India) Ltd. bearing registered document No.8089 of 1999 with the office of the Sub-Registrar, Uppal.	23-10-1999	Xerox
4.	Order in Company Petition No.894 of 2002 Connected with Company Application No.342 of 2002 passed by the Hon'ble High Court of Bombay.	07-02-2003	Xerox
5.	Sale Deed executed by M/s PFIZER Limited in favour of M/s TOPNOTCH INFRASTRUCTURE Pvt. Ltd. and Nuziveedu Seeds Limited (Confirming Party) bearing registered document No.5824 of 2007 with the office of the Sub-Registrar, Uppal.	31-03-2006	Xerox
6.	Certificate of Incorporation and Memorandum of Association of M/s TOPNOTCH INFRASTRUCTURE Pvt. Ltd.	16-11-2005	Xerox
7.	Fresh Certificate of Incorporation of M/s TOPNOTCH INFRASTRUCTURE Pvt. Ltd. (previously known as M/s TOPNOTCH INFRASTRUCTURE Ltd. a Public Limited Company).	12-06-2007	Xerox
8.	Fresh Incorporation Certificate evidencing change of name of the Company from M/s TOPNOTCH INFRASTRUCTURE Pvt. Ltd. to M/s NSL-SEZ (HYDERABAD) Private Limited.	03-04-2008	Xerox
9.	Letter from APIIC to the Secretary, IT & C Department, Govt. of A.P.	24-07-2006	Xerox
10.	Gazette Notification bearing No.S.O.782(E) notifying the land as Special Economic Zone.	18-05-2007	Xerox
11.	Office Memorandum bearing No.F.2/336/2006-SEZ issued by Ministry of Commerce and Industry, Department of Commerce (SEZ Section).	04-05-2018	Xerox
12.	Height Clearance bearing No.CID No.HYDE/SOUTH/B/012318/275862 issued by Airport Authority of India.	23-01-2018	Xerox



13.	Environmental Clearance bearing Order No.SEIAA/TS/OL/MDCL-37/2018 issued by State Level Environmental Assessment Authority (SEIAA) Telangana State.	08-03-2018	Xerox
14.	Provisional No Objection Certificate bearing No.0002827/RPROV/Medchal/2018 issued by Government of Telangana, State Disaster Response & Fire Services Department.	-	Xerox
15.	Building Permit Order granted by TSIIC-Uppal bearing Permit No.IIC/0536/2018 for building permission for construction of 2 Cellars + Ground + 23 Floors.	03-04-2019	Xerox
16.	Proceedings bearing No.TSIIC/IALA/IP/UPL/2019 along with attached map issued by TSIIC in favour of M/s NSL SEZ (Hyderabad) Pvt. Ltd.	03-05-2019	Xerox
17.	G.O.Ms.No.1771 issued by the Government of Andhra Pradesh.	07-10-2005	Xerox
18.	Endorsement issued by Special Officer & Competent Authority, ULC, Hyderabad.	30-11-2005	Xerox
19.	G.O.Ms.No.14 issued by Govt. of Andhra Pradesh.	19-08-2010	Xerox
20.	Encumbrance Certificate w.e.f. 01-01-1990 to 10-01-2019.	11-01-2019	Xerox

IV. BRIEF HISTORY OF THE SUBJECT PROPERTY TRACED OUT FROM THE FURNISHED DOCUMENTS:

On perusal of **document at Sl.No.1 & 2** of the above index i.e., G.O.Ms.No.212 dated 14th February 1964 and Judgment dated 30-09-2008 in W.P.Nos.18646 of 2006 and 4649 of 2007 of the Hon'ble high Court of A.P., it is evident that pursuant to proposals of the Commissioner of Industries, Government of Andhra Pradesh issued orders through G.O. Ms. No. 212, dated 14th February 1964, allotting large extents of land in favour of several industrial concerns. Of them, M/s Warner Lambert & Pharmaceuticals Limited was allotted with the land admeasuring Ac.36-00 guntas at Uppal Kalan for setting-up a factory for the manufacture of Pharmaceuticals and Consumer Products.

It is further evident that the State Government, upon establishing the Andhra Pradesh Industrial Infrastructure Corporation Limited (henceforth referred to as 'APIIC') for the purpose of establishing new industrial estates and to manage and administer all such industrial estates, had passed orders through



its G.O. Ms. No. 1162, dated 4th December 1973, transferring all the powers and rights to administer and manage the industrial estates which were hitherto taken care of by the Commissioner of Industries. The original grantee, M/s Warner Lambert was taken over by M/s Parke-Davis (India) Limited, which is part of a multinational pharmaceutical concern and that the said industrial concern had utilized the said land.

On perusal of document at Sl.No.3 of the above index, i.e., Sale Deed dated 23-10-1999, it is evident from the recitals therein that pursuant to allotment of the said land admeasuring Ac.36-00 guntas bearing Plot No.6 in Sy.No.1 situated at Uppal Kalan Village, the possession of the same was handed over to the said M/s Parke Davis (India) Limited and the said Company constructed factory building and it gone in to production on July 1967 and further an Agreement of sale dated 22-10-1999 was executed by the Government in favour of said Company in respect of the land admeasuring Ac.36-00 cents by collecting an amount of Rs.1,33,200/- towards the cost of the Land, Building including development charges from the said Company.

It is further evident that the APIIC in turn alienated, conveyed and transferred the said land admeasuring Ac.36-00 guntas, bearing plot No.6 in Sy.No.1 of IDA, Uppal in favour of M/s Parke Davis (India) Limited through a Sale Deed dated 23-10-1999, bearing registered document No.8089 of 1999 with the O/o Sub-Registrar, Uppal i.e. **Document No.3** of the above index.

Thus in the above manner, said M/s Parke Davis (India) Limited became the absolute owner and possessor of the land admeasuring Ac.36-00 guntas equivalent to 1,45,692 sq.mtrs or 1,74,240 sq.yards, bearing plot No.6 in Sy.No.1 of Uppal Village.

On perusal of **document at Sl.No.4** of the above index i.e., Orders dated 07-02-2003, it is evident that M/s Parke Davis (India) Limited presented a Petition for sanction of the arrangement embodied in the scheme of amalgamation of M/s Parke Davis (India) Limited with M/s Pfizer Limited and ultimately the Hon'ble High Court at Mumbai vide orders dated 07-02-2003 in Company Petition No.894 of 2002 connected with Company Application No.342 of 2002 passed by the Hon'ble High Court of Bombay ordered for transfer of the entire undertaking and business, properties of the transferor Company to M/s Pfizer Limited. Thus said M/s Pfizer Limited became the absolute owner and possessor of the said land admeasuring Ac.36-00 guntas equivalent to 1,45,692 sq.mtrs or 1,74,240 sq.yards bearing Plot No.6 in Sy.No.1.

On perusal of **document at Sl.No.5** of the above index, i.e., Sale Deed dated 31-03-2006, it is evident that said M/s Pfizer Limited being the absolute owner and possessor of the land admeasuring Ac.36-00 guntas equivalent to 1,45,692 sq.mtrs or 1,74,240 sq.yards bearing Plot No.6 in Sy.No.1 together with the Building with RCC roof admeasuring 54,006.31 sq.ft and ACC roof admeasuring 1,16,848 sq.ft of built-up area had in turn alienated, conveyed and transferred the same in favour of M/s TOPNOTCH Infrastructure Private Limited through a Sale Deed dated 31-03-2006, bearing registered document No.5824 of 2007 with the O/o Sub-registrar, Uppal. In the said Sale Deed, M/s



Nuzuveedu Seeds Limited has also joined as Confirming party duly declaring that said Purchaser Company is its subsidiary company.

It is further evident that said M/s TOPNOTCH Infrastructure Private Limited was incorporated under the provisions of Companies Act 1956 with the Registrar of Companies, Hyderabad vide Certificate of Incorporation dated 16-11-2005 i.e. **Document No.6** of the above index. Subsequently the said Company became the Public Limited Company as M/s TOPNOTCH Infrastructure Limited and subsequently the same was again converted in to Private Limited Company as M/s TOPNOTCH Infrastructure Private Limited vide Fresh Certificate of Incorporation dated 12-06-2007 i.e. **Document No.7** of the above index. Subsequently the name of the said Company was changed from M/s TOPNOTCH Infrastructure Private Limited to M/s NSL SEZ (HYDERABAD) PRIVATE LIMITED (i.e. Captioned Owner hereinabove) vide Fresh Certificate of Incorporation dated 03-04-2008 i.e. **Document No.8** of the above index.

On perusal of **document at Sl.No.9** of the above index i.e., Letter addressed by APIIC Ltd to the Secretary, IT & C Department, Government of A.P., it is evident from therein that M/s TOPNOTCH Infrastructure Limited submitted an Application dated 18-07-2006 informing that they have filed required applications with IT & C Department, Government of A.P. and also with the Department of Commerce, Government of India for conferring 'SEZ' status for their proposed IT park on the industrial land allotted to them and it is further evident that the APIIC granted its no objection for the applicant for establishment of IT park in the subject industrial land allotted by it.

On perusal of **document at Sl.No.10** of the above index i.e., Gazette Notification No.S.O.782 (E) dated 18-05-2007 issued by Government of India, it is evident that said M/s NSL SEZ (Hyderabad) Pvt. Ltd., (Formerly known as M/s TOPNOTCH Infrastructure Pvt. Ltd.) has proposed under Section 3 of Special Economic Zones Act, 2005 to set up a sector specific Special Economic Zone (SEZ) for information technology at Plot No.6 in Sy.No.1/1 IDA Uppal and the Central Government in exercise of the powers conferred under section 4 (1) of the said Act R/w Rule-8 of the Rules 2006, had notified an area of 14.5 hectares (equivalent to 36.00 Acres) at Uppal and further Ministry of Commerce and Industry, Government of India issued a Notification No.S.O.782 (E) dated 18-05-2007 and the same was published in the above Gazette.

On perusal of **document at Sl.No.11** of the above index i.e., Office Memorandum dated 04-05-2018, it is evident that the Central Government has also approved the request of change of name from M/s TOPNOTCH Infrastructure Pvt Ltd to M/s NSL SEZ (Hyderabad) Pvt. Ltd., vide Letter dated 19-02-2009. While so, the said Company has proposed for de-notification of 10.72 hectares out of the same from the SEZ and consequently the State Government has accorded its approval vide Letter No.794/IT&C/PROM2/2006 dated 05-02-2008 and finally the Central Government has de-notified an area admeasuring 10.72 hectares (equivalent to 26.66 Acres) thereby making resultant area of 3.78 hectares (equivalent to 9.34 Acres) of the Special Economic Zone and consequently issued office Memorandum dated 04-05-2018 bearing Proceeding No.F.2/336/2006-SEZ i.e., **document at Sl.No.8** of the above index.



Thus out of the total extent of land admeasuring Ac.36-00 guntas, an extent of land admeasuring 9.34 acres was earmarked and allocated for SEZ and the remaining land admeasuring 26.66 acres was de-notified from SEZ and resultantly the captioned owner is entitled to develop the said de-notified land in to IT/Software Park as per the Information and Communication Technology (ICT) policy of the Government of Andhra Pradesh and it is informed that out of the said de-notified land admeasuring 26.66 acres, the captioned owner has demarcated an extent of land admeasuring 8.35 acres for development of residential project and further the captioned owner proposed to develop the said land into Residential Project in three (3) phases and in pursuance of its decision, the captioned owner initially decided to develop the land admeasuring 2.68 acres (equivalent to 12971.2 Sq.yards or 10845.58 Sq.Mtrs) as first phase into a Multi-storied Residential Apartment complex and further decided to construct amenities block on the land admeasuring 0.77 acres (equivalent to 3726.8 Sq.yards or 3116 Sq.Mtrs) and the undivided share will be distributed in accordance with the provisions of RERA Act in favour of the prospective purchasers or in favour of the Association formed among all the owners of the flats in the complex out of the land admeasuring 2.68 acres on which the Phase-I Residential Complex is to be constructed.

It is further informed to us that the Captioned Owner herein has decided to develop the land totally admeasuring 8.35 acres earmarked for Residential project including the schedule project land admeasuring 2.68 Acres in to Multi-storied Residential apartment Complex in three separate Phases and at present, the Captioned Owner herein initially decided to develop the Phase- I Residential Project on the land admeasuring 2.68 acres i.e. Schedule Project land and the Captioned Owner herein at its sole option and discretion is entitled to club the schedule project land being developed into Multi-storied Residential Apartment Complex i.e. Phase-I Residential project with the projects to be developed in other Phases-II & III in future and all the blocks in three Phases will be integrated to each other under a single residential project and for the convenience and comfort of all the residents to avail and utilize the common amenities, facilities and more particularly the 'modern club house/Amenities block' constructed for the benefit of residents and the entire project i.e., Multi-storied Residential Apartment Complex comprising of above referred three Phases will be named as "**NSL EAST COUNTY**" being constructed on the land totally admeasuring 8.35 acres and the Captioned Owner herein proposes to disclose the above proposal of integration of project to all the Purchasers of Residential flats at the time of entering in to Agreements. If the Captioned Owner takes a decision to integrate/club all the three phases together, the common roads, passages and amenities provided in all the three phases development and the club house will be shared and utilized by all the purchasers and owners of the flats in the developments made in all the 3 (three) Phases for providing enhanced availability of amenities. The above integration is at the sole option and discretion of the Captioned Owner herein and further if the Captioned Owner/Developer takes a decision not to integrate Phases-I to III, the Phase-I will be an independent project and in such case, the land on which Phase-I is constructed and the entire Amenities Block/Club House will be ultimately handed over by way of a Deed of Conveyance in favour of Association to be formed among all the owners of the flats in the Phase-I. If either Phases-I and II or all



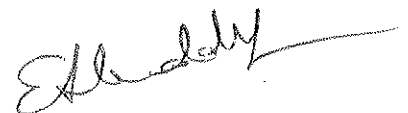
the three Phases are integrated as stated above, it is further represented that in terms of the provisions of RERA Act and Rules, the undivided share of land/the land on which the Phases-I & II are constructed or the land on which all the three phases are constructed as the case may be together with the Amenities Block/Club House will be ultimately handed over by way of a Deed of Conveyance in favour of the Association to be formed among all the owners of the Flats in the development made in Phases-I & II or all the three Phases as the case may be.

The captioned owner has obtained height clearance of the project from Airports Authority of India vide Proceedings bearing No.NOCID No.HYDE/SOUTH/B/012318/275862 dated 23-01-2018 vide [i.e., **document at Sl.No.12** of the above index].

The captioned owner has also obtained environmental clearance to the Project from The State Level Environment Impact Assessment Authority vide order No.SEIIA/TS/OL/MDCL-37/2018, dated 08-03-2018 [i.e., **document at Sl.No.13** of the above index].

The captioned owner has also obtained No Objection Certificate for development of the project from the Government of Telangana, State Disaster Response & Fire Services Department vide No Objection Certificate bearing No.0002827/RPROV/Medchal/2018 i.e., **document at Sl.No.14** of the above index.

On perusal of **documents at Sl.Nos.15 & 16** of the above index, i.e. the initial Permit for construction and the subsequent proceedings issued by the TSIIC-Uppal dated 03-05-2019, it is evident from therein that the captioned owner submitted an Application along with construction Plans with the TSIIC-Uppal with a request for sanction of building permission on the part of the land out of the land totally admeasuring 1,45,685 Sq.mtrs and out of the same, an extent of land admeasuring 9102.9 sq.mtrs was affected under road and the net area available on ground is 1,36,582 sq.mtrs. and on processing the same, the Authority granted permission to the Applicant for construction of Residential Apartment Complex on the land admeasuring 2.68 acres (equivalent to 12971.2 Sq.yards or 10845.58 Sq.Mtrs) as first phase into a Multi-storied Residential Apartment complex comprising of two cellars for parking, ground plus 23 upper floors for building-A (proposed block-I) comprising of Residential flats and further granted permit for construction of Club house/Amenities Block on the land admeasuring 0.77 acres (equivalent to 3726.8 Sq.yards or 3116 Sq.Mtrs) vide permit No.IIC/0536/2018 dated 03-04-2019 and through subsequent proceedings dated 03-05-2019, the Authority clarified that the total extent of land belonging to the captioned owner is 1,45,685 Sq.mtrs and out of the same, 9102.9 sq.mtrs was affected under road and the net area available on ground is 1,36,582 sq.mtrs. It is further informed by the Authority that as per G.O.Ms.No.14, dated 19-08-2010 (i.e. **Document at Sl.No.19** of the above index), Clause IV notified IT Parks shall provide 60% of the net developable area for IT Office Space for IT activities and 40% of net developable area for other amenities such as Housing/Club house/recreational centre, Shopping centre, a good school and other support activities. It is further informed that the Captioned owner already constructed two IT towers on part of the land out of



60% area reserved for IT office space and further obtained permission dated 03-04-2019 (i.e. document at Sl.No.15 of the above index) for construction of residential tower in an extent of 2.68 acres and for construction of amenities block in an extent of 0.77 acres and further confirmed that the balance land admeasuring 4.90 acres is reserved for future development which is out of the 40% land earmarked for Housing/Club house/recreational centre, Shopping centre, a good school and other support activities.

ULC PROCEEDINGS:

On perusal of **document at Sl.No.17 & 18** of the above index, i.e., G.O.Ms.No.1771, dated 07-10-2005 and Endorsement dated 30-11-2005, it is evident from therein that the predecessor-in-title M/s Pfizer Ltd filed declaration under the provisions of ULC Act showing the total land owned by it and after processing the same, the authority declared that the declarant is holding excess land admeasuring 1,16,655.95 Sq.Mtrs and consequently the Declarant sought for exemption and allotment of the said excess land in terms of policy guidelines issued under G.O.Ms.No.456, dated 29-07-2002 and paid required amount to the Government and consequently vide G.O.Ms.No.1771, the Government exempted the said excess land and allotted the same to the declarant subject to the condition that the said land should be utilized for industrial purposes and consequently the Special Office and Competent Authority, ULC, Hyderabad issued Endorsement dated 30-11-2005 exempting the said land.

Further in view of repeal of ULC Act in the state of Andhra Pradesh w.e.f. 2009, even the conditions imposed while exempting the land will have no force and enforceability and even otherwise also, as discussed supra, the APIIC (now known as TSIIC) itself expressed no objection for utilizing the subject industrial land for the purpose of development of IT/Software park as per the norms of the ICT policy of the State Government.

On perusal of **document at Sl.No.19** of the above index, i.e. G.O.Ms.No.14, dated 19-08-2010, it is evident that the State Government announced its ICT policy and operational guidelines, wherein any Notified IT parks shall provide 60% of the net land for development of IT office space and 40% of the net land shall be earmarked for development of housing/clubhouse/recreation centre, shopping centre, school and other support activities. Thus captioned owner is entitled to utilize the part of the land notified as IT park in to residential Apartment Complex, which is permissible under ICT Policy and for the said reason, the TSIIC also accorded permit and sanction as discussed above for development of residential project on the part of the land out of the total land notified as IT park.

On perusal of **document at Sl.No.20** of the above index, i.e. Statement of Encumbrance on property issued by Registration Department, it is evident from therein that the subject property is free from all registered encumbrances and charges of whatsoever w.e.f. 01-01-1990 till 10-01-2019 except the entries regarding registration of above referred sale deeds in the flow of title and however the Captioned Owner created equitable mortgage on the larger extent of land including the subject land in favour of M/s IFCI Limited vide



Memorandum of Deposit of Title Deeds bearing registered document No.320 of 2015, dated 09-01-2015 as a security for repayment of loan facilities availed by the Captioned owner from the said Financial Institution. Hence Flat Purchasers in the proposed project shall ensure themselves that either the said loan liability is liquidated by the Captioned owner or the Captioned Owner obtains a Specific NOC from the said Financial Institution stating that they have no objection for sale of a specific flat in favour of such Purchaser.

CONCLUSION:

On perusal of all the above referred documents furnished to me, I am of opinion that the captioned-owner hereinabove became the absolute owner and possessor of the subject property herein and derived subsisting marketable title to the same. The link/flow of title is traced out on the basis of above documents and ultimately title is conferred in favour of the captioned owner. The captioned owner derived marketable title in and over the subject property.

I am of further opinion that the Captioned Owner obtained valid title in respect of the subject land and thus it is entitled to develop the multi-storied Residential Apartment Complex on the subject land and further it has obtained all the requisite permits including permit and sanction from the TSIIC for construction of multi-storied Residential Apartment Complex on the subject land admeasuring 2.68 acres (equivalent to 12971.2 Sq.yards or 10845.58 Sq.Mtrs) and further permitted to construct Club house/amenities block on the subject land admeasuring 0.77 acres (equivalent to 3726.8 Sq.yards or 3116 Sq.Mtrs) and the captioned owner being the landowner and Developer is entitled to alienate all the residential Flats to be built on the subject land in favour of prospective purchasers by executing and registering Sale Deeds and on such sale of developed areas by the Captioned Owner, the prospective purchasers of the developed areas in the shape of Residential Flats will acquire valid, legal and marketable title in and over the same.

This Opinion is given accordingly,



E. Ajay Reddy
(E.AJAY REDDY)
Advocate