



MAHA RERA AUTHORITY,
6TH FLOOR, HOUSEFIN BHAVAN,
PLOT NO C-21, E BLOCK, BKC,
BANDRA EAST, MUMBAI-400051
DATE:-12/10/2023

Date :- 12/10/2023

- department, ministry, agency, instrumentality, court, tribunal, central bank, commission or other authority thereof;
- (b) any public international organization or international body and its instrumentality, departments, agencies and instrumentalities; and
- (c) any governmental, quasi-governmental or private body or agency lawfully exercising, or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, tax, importing, exporting or other governmental or quasi-governmental authority.

1.5 "Board" in relation to the Parties, means the board of directors of such Party and shall include a committee of directors or any person authorized by such board of directors or such committee of directors duly constituted and authorized for the purposes of matters pertaining to this Scheme or any other matter relating thereto;

1.6 "Demerged Company" means Imprint Constructions Private Limited (CIN: U99999MH1995PTC084275), a company incorporated under the Companies Act, 1956 and having its registered office at Shiv Shambhoo CHS Limited, CTS NO. 179 A B 178 1 TO 4 REHAB Building Village, Magathane, Borivali (East), Mumbai - 400 066, Maharashtra;

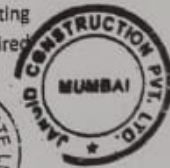
1.7 "Demerged Undertaking 1" shall mean that part of real estate development business of the Demerged Company for development of the commercial office space / residential project / other project, on a going concern basis and shall include (without limitation):

1.7.1 All the assets and properties of the Demerged Undertaking 1 of the Demerged Company as on the Appointed Date;

1.7.2 All the debts, liabilities, duties and obligations, to the extent mentioned herein, of and attributable to the Demerged Undertaking 1 of Demerged Company including its contingent liabilities as on the Appointed Date;

1.7.3 Without prejudice to the generality of sub-clause 1.7.1 above, the Demerged Undertaking 1 of Demerged Company shall include 15,673.04 square meters owned by the Demerged Company having C.T.S. No. 179/A and approximately 3,770.07 square meters of base FSI for development of the commercial project / residential project / other project on the part of the project land ie. sub plot E admeasuring 1782.55 square meters indicated and demarcated and shaded in yellow color on the layout enclosed as Schedule 1 including right and entitlement to acquire and utilize, in such proportion as may be agreed between the Parties, additional TDR, Fungible FSI, Premium FSI and / or any other form of FSI for development of the commercial project / residential project / other project in relation to and for the purposes of the Demerged Undertaking 1;

1.7.4 the leasehold rights, any other properties whether real, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature, claims, powers, authorities, allotments, approvals, consents, letters of intent, registrations, licenses, contracts (including contracts entered into with Principle Architect, Local Architect, Liaison Consultant, and Shell and Core contractor), Memorandum of Understanding entered into with potential buyer, joint venture partner or investor, engagements, arrangements, rights, credits, titles, interests, benefits, advantages, leasehold rights, sub-letting tenancy rights, with or without the consent of the landlord as may be required

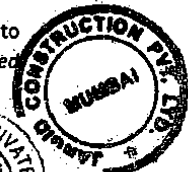


SCHEME OF ARRANGEMENT
BETWEEN
IMPRINT CONSTRUCTIONS PRIVATE LIMITED
AND
MATRUBHUMI CONSTRUCTION PRIVATE LIMITED
AND
FORTUNE ACRES PRIVATE LIMITED
AND
JANGID CONSTRUCTION PRIVATE LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

[UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT,
2013]

A. BACKGROUND OF THE COMPANIES

- (i) **IMPRINT CONSTRUCTIONS PRIVATE LIMITED** (hereinafter referred to as the "Demerged Company") is a company incorporated under the provisions of the Companies Act, 1956 having its registered office at Shiv Shambhoo CHS Limited, CTS NO. 179 A B 178 1 TO 4 REHAB Building Village Magathane, Borivali (East), Mumbai - 400 056, Maharashtra and corporate identification number U99999MH1995PTC084275. The Demerged Company is engaged, inter alia, in the business of Development of Residential & Commercial projects.
- (ii) **MATRUBHUMI CONSTRUCTION PRIVATE LIMITED** (hereinafter referred to as the "Resulting Company 1") is a company incorporated under the provisions of the Companies Act, 1956 having its registered office at 103 Yusuf Building, 1st Floor, 40 Veer Nariman Rd, Fort, Mumbai- 400023, Maharashtra and corporate identification number U70100MH2003PTC140595. The Resulting Company 1 is engaged, inter alia, in the business of Development of Residential & Commercial projects.
- (iii) **FORTUNE ACRES PRIVATE LIMITED** (hereinafter referred to as the "Resulting Company 2") is a company incorporated under the provisions of the Companies Act, 2013 having its registered office at Shop 5 C Wing, 1st Floor, Dahisar Gulistan No. CHS Limited, SV Road, Dahisar (East), Near Ravindra Hotel, Opp. Jamatkhan Mumbai - 400 068, Maharashtra and corporate identification number U70102MH2016PTC272119. The Resulting Company 2 is engaged, inter alia, in the business of real estate development.
- JANGID CONSTRUCTION PRIVATE LIMITED** (hereinafter referred to as the "Resulting Company 3") is a company incorporated under the provisions of the Companies Act, 1956 having its registered office at Saraswati Darshan, Opp. New Era Cinema, S.V. Road, Malad (West), Mumbai - 400 064, Maharashtra and corporate identification number U45200MH1991PTC062787. The Resulting Company 3 is engaged, inter alia, in the business of real estate development.



B. PREAMBLE

1. The Scheme of Arrangement ("Scheme", as defined hereinafter) is presented pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Act (defined

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