

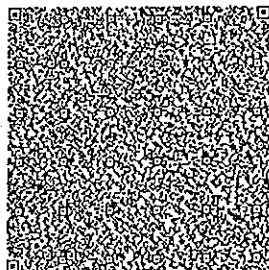
सत्यमेव जयते

INDIA NON JUDICIAL Government of Uttar Pradesh

e-Stamp

CERTIFICATE LOCKED

Certificate No. : IN-UP00328608454128M
Certificate Issued Date : 15-Apr-2014 05:32 PM
Account Reference : SHCIL (FI)/ upshcil01/ NOIDA/ UP-GBN
Unique Doc. Reference : SUBIN-UPUPSHCIL0100386693101917M
Purchased by : VGA DEVELOPERS PRIVATE LIMITED
Description of Document : Article 35 Lease
Property Description : PLOT NO. GH-P4, JAYPEE GREENS SPORTS CITY, SDZ, SEC-25 YEIDA
Consideration Price (Rs.) : 38,78,79,000
(Thirty Eight Crore Seventy Eight Lakh Seventy Nine Thousand only)
First Party : JAYPEE SPORTS INTERNATIONAL LIMITED
Second Party : VGA DEVELOPERS PRIVATE LIMITED
Stamp Duty Paid By : VGA DEVELOPERS PRIVATE LIMITED
Stamp Duty Amount(Rs.) : 1,93,95,000
(One Crore Ninety Three Lakh Ninety Five Thousand only)



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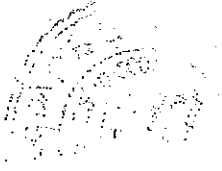
For VGA DEVELOPERS PRIVATE LIMITED

[Signature]
Director

YL 0000043784

Statutory Alert:

1. The authenticity of this Stamp Certificate should be verified at "www.shcilestamp.com". Any discrepancy in the details on this Certificate and as available on the website renders it invalid.
2. The onus of checking the legitimacy is on the users of the certificate.
3. In case of any discrepancy please inform the Competent Authority.



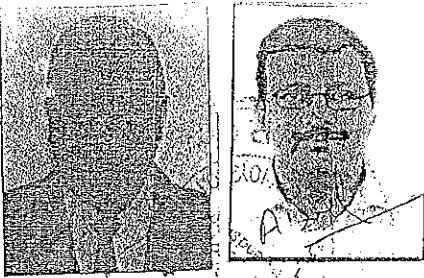
સાંસ્કૃતિક મંત્રાલય



અભિલેખ

અભિલેખ





SUB LEASE DEED

Consideration

- Rs.38,78,79,000/-

Stamp Duty

- Rs.1,93,95,000/-



THIS SUB- LEASE DEED (hereinafter referred to as the "Sub- Lease Deed") is made and entered on this 17 day of May, 2014 at Greater Noida in District- Gautam Budh Nagar, (U.P).

BY AND BETWEEN

Jaypee Sports International Limited, a Company duly incorporated and validly existing under the provisions of the Companies Act, 1956 and having its registered office at Sector- 128, Noida- 201304, U.P. [PAN No. AABCJ9037E] through its Company Secretary Mr. P. N. Kumar, S/o. Mr. Ram Das, as Authorized Signatory (hereinafter referred to as the "Sub-Lessor"), which expression or term shall, unless excluded by or repugnant to the context or meaning hereof, be deemed to include its legal heirs, executors, successors and legal representatives) of the FIRST PART and the Sub- Lease Deed is presented before the Registrar, Greater Noida by Mr. Rajeev Goyal, S/o. Mr. S.C.Goyal, R/o. Apartment No. 321, Golf Vista Apartments, Alpha- II, Greater Noida, Uttar Pradesh as Authenticated Attorney on behalf of "Sub-Lessor". The Authenticated Attorney is registered vide Bahi No- 06, Jild No- 02, Pages- 155 to 156, Document No- 17, Dated 07.08.2012 with Sub- Registrar's Office, Gautam Budh Nagar (U.P).

AND



For VGA DEVELOPERS PRIVATE LIMITED

Director



VGA Developers Private Limited [PAN-AAOCS7202F], (earlier named as Sai Baba Metchem (India) Private Limited) [PAN No.AAOCS7202F], a Company duly incorporated and validly existing under the provisions of the Companies Act, 1956 and having its registered office at 808, D Mall, Netaji Subhash Place, Pitampura, New Delhi- 110034, through its Director/ Authorized Signatory Mr. Pramod Goel S/o. Mr. Naresh Kumar Goel [PAN-AAHPG5708L], duly authorised by Board of Directors vide Board meeting dated 02.04.2014 held at the registered office of the Company (hereinafter referred to as the "Sub- Lessee"), which expression or term shall, unless excluded by or repugnant to the context or meaning hereof, be deemed to include its legal heirs, executors, successors and legal representatives) of the **SECOND PART**.

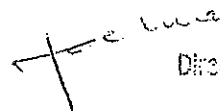
The **Sub- Lessor** and the **Sub- Lessee** shall individually be referred to as the "**Party**" and collectively as the "**Parties**".

WHEREAS

The Government of Uttar Pradesh constituted the Taj Expressway Industrial Development Authority, vide GoUP Notification No. 697/ 77- 04- 2001- 3 (N)/ 2001 dated 24th April, 2001 (name changed to Yamuna Expressway Industrial Development Authority (hereinafter referred to as the "YEA") vide GoUP Notification No. 1165/ 77- 04- 08- 65N/ 08 dated 11th July, 2008), under the U.P. Industrial Area Development Act 1976, presently having its principal office at 1st Floor, Commercial Complex, Block- P- 2, Sector- Omega- 1, Greater Noida, District Gautam Budh Nagar- 201308, U. P.



For VGA DEVELOPERS PRIVATE LIMITED


Director

पट्टा पहना

Registration No. : 15393

Year : 2,014

Book No. : 1



0201 डी वी ए डबलपर्स प्रॉलिफेरा प्रमोद गोयल

नरेश कुमार गोयल

808 डी गोल नेतली सुभाष कोस पीतपुरा नई दिल्ली-34

आपका

AND YEA formulated a scheme to develop Mega Projects in Special Development Zones (hereinafter referred to as "SDZs") along the Taj Expressway (renamed as Yamuna Expressway vide GoUP Notification No. 1165/ 77- 04- 08- 65N/ 08 dated 11th July, 2008) between Greater Noida and Agra and invited applications for allotment of SDZs.

AND JPSK Sports Private Limited (hereinafter referred to as "JPSK") was incorporated under the Companies Act, 1956 on 20.10.2007 and applied to YEA for allotment of one SDZ admeasuring 1000 hectares for development of the area with Sports as its core activity (hereinafter referred to as the "Core Activity"). JPSK subsequently changed its name to Jaypee Sports International Private Limited on 28.07.2010 and then changed from Private Limited to Public Limited Company and a fresh Certificate of Incorporation in the name of Jaypee Sports International Limited (JSIL) was issued by the Registrar of Companies of Uttar Pradesh and Uttarakhand on 28.07.2010.

AND part of the Sale Consideration has been received from Sai Baba Metchem (India) Private Limited [PAN-AAOCS7202F], a Company duly incorporated on 11.01.2010 under the provisions of the Companies Act, 1956 and having its registered office at 808, D- Mall, Netaji Subhash Place, Pitampura, New Delhi- 110034. Subsequently, the name of Sai Baba Metchem (India) Private Limited was changed to VGA Developers Private Limited [PAN-AAOCS7202F] (the "Sub-Lessee") and a fresh Certificate of Incorporation consequent upon change of name was issued on 13.01.2014, by the Registrar of Companies of National Capital Territory of Delhi and Haryana.



For VGA DEVELOPERS PRIVATE LIMITED

Director

પરેલ વાંચ

Registration No.: 15393

Year: 2014

Book No.:

1



0101 વાંચી ગયેલ પ્રતિનિધિ એવી સ્પષ્ટ કરી શકેલા જિલ્લા પી

સુપ્રધાન ગણલ

સી-128 પીસી વીઓગમ

સીકી

AND YEA allotted a SDZ with an area of approximately 1000 hectare at Sector 25, Jaypee Greens Sports City SDZ, District Gautam Budh Nagar, U.P. (hereinafter referred to as the "Leased Land") to the Sub- Lessor for development with Sports as core activity and granted lease of the Leased Land in various lots in favour of the Sub- Lessor through various lease deeds, the details of which are provided in Annexure- I attached hereto (hereinafter referred to as the "Lease Deeds") as per the terms and conditions specified therein, which inter- alia include use of minimum 35% of the Leased Land for Core Activity including roads and open spaces (hereinafter referred to as the "Core Area"), while, balance Leased Land (hereinafter referred to as the "Non Core Area") could be used for other specified activities (hereinafter referred to as the "Non Core Activity").

AND the Sub- Lessor has been granted an unfettered right to Sub- lease the whole or any part of the Non Core Area (hereinafter referred to as the "Subject Land"), whether developed or undeveloped; by way of plots or constructed properties; or give on leave and license; or otherwise dispose of its interest in the Subject Land to any person in any manner whatsoever, without requiring any consent or approval of YEA or any other relevant authority.

AND the Sub- Lessor had prepared land use plan, layout plan and other relevant plans for the development of the Leased Land in the name of Jaypee Greens Sports City which were duly approved by YEA vide letter dated 26.06.2012 bearing Memo No.YEA/ 63/ 2012/SDZ- 01/ NC. These plans were revised and resubmitted with YEA which have since been approved. (The said revised plans or the subsequently revised plans as the case may be, hereinafter referred to as the "Relevant Plans").



For VGA DEVELOPERS PRIVATE LIMITED

Director

മലയാളം ക്കു വേണ്ടി നൽകാൻ

॥ श्री गुरुभ्यो नमः ॥ श्री गणेशाय नमः ॥

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॥ विष्णवे नमः ॥ श्री अर्जुन उवाच ॥ (अध्यायः)

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पदवा गृहीता 17/5/2014

दीर्घा प कुलपति ऑफिसर पदादे गायल
 पुत्र श्री नरेश कुमार गायल
 पेशा व्यापार
 निवासी 808 डी गोल गोल पोल गायल
 तर्फ दिनांक-34



ॐ नमो भगवते वासुदेवाय
ॐ नमो भगवते वासुदेवाय
(ॐ नमो भगवते वासुदेवाय)

பெரியது உ டுபெரியது பெரியது

पुत्र श्री
नरेश कुमार गौतम
निवासी खार्जुरा
बिनाम खाती
808 टी ग्राँट नोवाली
808 टी ग्राँट नोवाली
सुमात्र लॉस पीतमपुरा नई दिल्ली-34
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दिनांक 17/5/2014 राय 4:04PM

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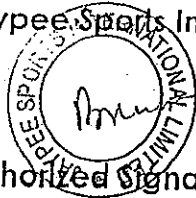
modification thereof for the time being in force and its decision shall be final and binding. The venue of arbitration shall be at Gautam Budh Nagar. The proceedings of arbitration shall be in English.

49. This Sub- Lease Deed shall be construed and interpreted in accordance with and governed by the laws of Union of India.
50. The local Court of Gautam Budh Nagar, Uttar Pradesh and Hon'ble High Court of Judicature at Allahabad shall have exclusive jurisdiction over all matters arising out of or relating to this Sub- Lease Deed.

IN WITNESS WHEREOF the Parties have caused these presents to be executed on their respective behalf on the day, month and year first hereinabove written in the manner hereinafter appearing:

SIGNED AND DELIVERED BY

the within named
Jaypee Sports International Ltd.



Authorized Signatory

SIGNED AND DELIVERED BY

the within named
VGA Developers Private Limited

For VGA DEVELOPERS PRIVATE LIMITED

Authorized Signatory

Director

WITNESSES:

1. Saurabh Saurabh Agarwal s/o Mr. R. N. Agarwal
H-130, Gurgaon, G. Noida
2. Anil Anil Kumar (Adv.)
H-130, Gurgaon, G. Noida

Enclosures: Annexure- I: Details of Lease Deeds.
Annexure- II: Schedule of Property.
Annexure- III: Location Plan.
Annexure- IV: Special Condition.

Annexure- I

JAYPEE SPORTS INTERNATIONAL LIMITED

DETAILS OF SDZ LAND

Lease Deeds Sr. No.	Villages	Lease Date	Area (in Hect.)
1	Bela Kalan	24.09.09	28.7532
2	Mustafabad	24.09.09	9.4210
3	Aurangpur	24.09.09	155.6821
4	Mathurapur	24.09.09	34.2640
5	Atta Gujran	24.09.09	74.6251
6	Salarpur	25.09.09	86.0487
7	Munjkhera	25.09.09 16.12.11	61.1913 -1.3300
8	Gunpura	25.09.09	175.3639
9	Jaganpur Afjalpur	25.09.09	8.0369
10	Dankaur	25.09.09	160.6253
11	Fatehpur Atta	25.09.09	26.2968
12	Aurangpur	25.09.09	13.8193
13	Gunpura	13.11.09	8.5187
14	Gunpura	19.11.09	54.3950
15	Jaganpur Afjalpur	19.11.09	0.0312
16	Fatehpur Atta	19.11.09	0.0570
17	Mustafabad	19.11.09	0.1390
18	Mathurapur	19.11.09	3.7960
19	Aurangpur	05.05.10	7.6425
20	Atta Gujran	05.05.10	2.4930
21	Salarpur	05.05.10	3.8139
22	Munjkhera	05.05.10	2.4560
23	Fatehpur Atta	05.05.10	0.3289
24	Gunpura	05.05.10	0.3343
25	Fatehpura Atta	18.12.10	3.4675
26	Dankaur	18.12.10	14.4643
27	Salarpur	18.12.10	2.4708
28	Gunpura	18.12.10	0.0480
29	Aurangpur	18.12.10	0.0582
30	Atta Gujran	18.12.10	0.0010
31	Dankaur	28.03.11	28.0916
32	Munjkhera (Alternate)	16.12.11	1.3300
Total			966.7345

For VGA DEVELOPERS PRIVATE LIMITED³

[Signature]
Director

JAYPEE SPORTS INTERNATIONAL LIMITED

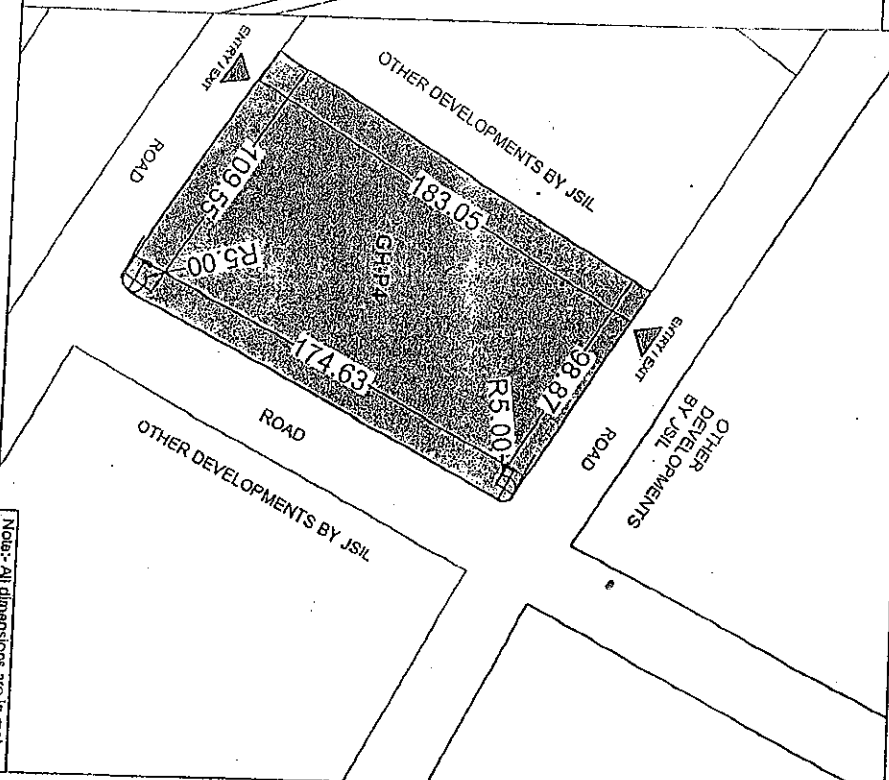
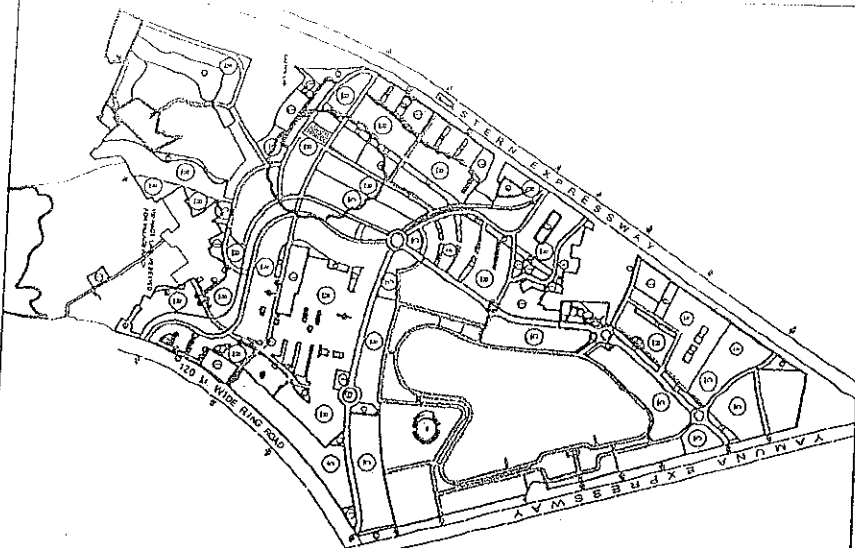
SECTOR 128, NOIDA

ANNEXURE - II & III

LOCATION OF DEMISED PLOT

LAYOUT PLAN OF SUBJECT LAND INCLUDING DEMISED PLOT

DETAILS OF DEMISED PLOT



Note: All dimensions are in meter.

DETAILS OF DEMISED PLOT

(As per Layout plan submitted to YEA)

For (Group Housing Plot)
TOTAL

= 20071 SQ.M.
= 20071 SQ.M.

Director

For VGA DEVELOPERS PRIVATE LIMITED



JAYPEE GREENS

SPORTS CITY SDZ

TITLE:-

LOCATION PLAN OF DEMISED PLOT
SECTOR - 25, JAYPEE GREENS SPORTS CITY SDZ

DEALT BY.

MEGHNA SHRIVASTAVA

SCALE:-

N.T.S

CHE

RAINA DOP

DATE

04-04-2014



ANNEXURE – IV

SPECIAL CONDITION
(See Clause 40)

- No Special Condition -



For VGA DEVELOPERS PRIVATE LIMITED

A handwritten signature in black ink, appearing to be "P. S. Srinivasan".

Director