

Scan log - Deed of conveyance

दिनांक
Thursday August 04 2022
10:27 AM

राजकी

Original-Duplicate
शेअरफी नं. 39म
Regn:39M

प्राप्ती दि. 04/08/2022 दिनांक 04-08-2022

संशोधन नाव: होकाराळी

दस्तावेजाचा अद्वयमांक: टनन12-9964-2022

दस्तावेजाचा प्रकार: अभिहस्तांतरणपत्र

संशोधन संशोधन नाव: गोदरेज प्राप्टीज लिमिटेड चे ऑथोरिटाइज मिश्रेटरी संकेत पत्रा

नोंदणी फी	₹. 30000.00
दस्त हाताळणी फी	₹. 2000.00
पृष्ठांची संख्या: 100	

एकूण: ₹. 32000.00

आपणान मूळ दस्त. संशोधन प्रिंट, मूची-२ अंदाज
10:27 AM ह्या वेळेस मिळेल.

वाहान मूल्य: ₹. 0.00/-

मोबदला ₹. 0.00/-

संशोधन मुद्रांक शुल्क: ₹. 100/-

Ravi
CHANE 12
पह दुय्यम लिपिकारी-२
ठाणे. ३३. १२

1) देयकता प्रकार: DHC रकम: ₹. 2000/-

सीरी/धनादेश/ऑईन क्रमांक: 0408202200204 दिनांक: 04/08/2022

रकमेचे नाव व पत्ता:

2) देयकता प्रकार: eChallan रकम: ₹. 30000/-

सीरी/धनादेश/ऑईन क्रमांक: MH005991567202223E दिनांक: 04/08/2022

रकमेचे नाव व पत्ता:

नोंदणी फी माफी प्रसंगान नसणिले :-

1) Fee Adjustment : Fee Adjustment (yashada training) code added for keeping tack of adjusted fees

मुळ दस्तऐवज परत मिळाला
सही - _____
नाम - _____

CHALLAN
MTR Form Number-6



GRN	MH005994240202223E	BARCODE	[Barcode]		Date	04.08.2022-10.04.18	Form ID	112		
Department				Inspector General Of Registration						
Type of Payment				Sale of Non Judicial Stamps IGR Rest of Maha						
Office Name				THANE, THANE NO 5 JOINT SUB REGISTRAR						
Location				THANE						
Year				2022-2023 One Time						
Account Head Details				Amount In Rs.		Premises/Building				
003046401 Sale of NonJudicial Stamp				500.00		Survey No. 39 and Others, Village Ethak				
						Road/Street				
						Survey No 234.1 and Others, Village Balam, T. J. and Dist. Thane				
						Area/Locality				
						Thane				
						Town/City/District				
						PIN				
						4 0 0 6 0 5				
				Remarks (If Any)						
				SecondPartyName=Godrej Properties Ltd as Successor in interest of						
				Cesar Lifespaces Pvt Ltd.						
				Amount In						
				Five Hundred Rupees Only						
Total				500.00		Words				
Payment Details				PUNJAB NATIONAL BANK						
				FOR USE IN RECEIVING BANK						
Cheque-DD Details				Bank CIN		Ref. No		03006172022080400189 000050980		
Cheque/DD No.				Bank Date		RBI Date		04.08.2022-10.08.20 Not Verified with RBI		
Name of Bank				Bank-Branch					PUNJAB NATIONAL BANK	
Name of Branch				Scroll No.		Date		Not Verified with Scroll		

Department ID

Prepared by the Assistant in Sub Registrar office and
Digitally signed by the Assistant in Sub Registrar office

Mobile No.

9321191115

Rehla Anur

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दस्त क्र. ३३८/२०२२	
Page 1/1	१००



Print Date 04.08.2022 10:05:49

CHALLAN
MTR Form Number-6



GRN	MH00994240202223F	BARCODE	[Barcode]		Date	04/08/2022 10:04:18	Form ID	
Department Inspector General Of Registration					Payer Details			
Stamp Duty					TAX ID / TAN (If Any)			
Type of Payment Sale of Non Judicial Stamps IGR Rest of Maha					PAN No.(If Applicable)			
Office Name THNS THANE NO 5 JOINT SUB REGISTRA					Full Name Godrej Properties Limited			
Location THANE					Flat/Block No.			
Year 2022-2023 One Time					Survey No. 39 and Others, Village Dis...			
Account Head Details			Amount In Rs.		Premises/Building			
0030046401 Sale of NonJudicial Stamp			500.00		Road/Street			
					Area/Locality Thane			
					Town/City/District			
					PIN 400600			
					Remarks (If Any)			
					SecondPartyName-Godrej Properties Ltd as Successor in Interest of			
					Clear Lifespaces Pvt Ltd.			
500.00					Amount In Five Hundred Rupees Only			
Total 500.00					Words			
Payment Details PUNJAB NATIONAL BANK					FOR USE IN RECEIVING BANK			
Cheque-DD Details					Bank CIN Ref. No 03006172022080400189 300050989			
Cheque/DD No					Bank Date RBI Date 04/08/2022-10:08:20 Not Verified with RBI			
Name of Bank					Bank/Branch PUNJAB NATIONAL BANK			
Name of Branch					Scroll No. , Date Not Verified with Scroll			

Department ID _____ Mobile No. 982199145

Handwritten Signature

Sr. No.	Remarks	Defacement No.	Defacement Date	Userid	Defacement Amount
1	IS:THN12-9964/2022	0003000729202223	04/08/2022-10:25:10	IGR540	500.00
Total Defacement Amount					500.00

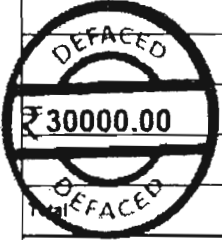
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दस्तावेज क्र. ३३८४/२०२२
२ १००



CHALLAN
MTR Form Number-6



GRN	MH005991567202223E	BARCODE	Date		04/08/2022-00:33:22	Form ID
Department			Inspector General Of Registration			
Type of Payment			Registration Fee Ordinary Collections IGR			
Office Name			THNS_THANE NO 5 JOINT SUB REGISTRAR		Full Name	
Location			THANE		Godrej Properties Limited	
Year			2022-2023 One Time		Flat/Block No.	
Account Head Details			Amount In Rs.		Premises/Building	
0030063301 Amount of Tax			30000.00		Road/Street	
					Survey No. 39 and Others. Village Dhokali	
					Area/Locality	
					Thane	
					Town/City/District	
					PIN	
					4 0 0 6 0 8	
			Remarks (If Any)			
			SecondPartyName=Godrej Properties Ltd as Successor in interest of			
			Cæar Lifespaces Pvt Ltd-			
			Amount In		Thirty Thousand Rupees Only	
			30,000.00		Words	
Payment Details			PUNJAB NATIONAL BANK		FOR USE IN RECEIVING BANK	
Cheque-DD Details			Bank CIN	Ref. No.	03006172022080400127	390025626
Cheque/DD No.			Bank Date	RBI Date	04/08/2022-00:37:33	Not Verified with RBI
Name of Bank			Bank-Branch		PUNJAB NATIONAL BANK	
Name of Branch			Scroll No. , Date		Not Verified with Scroll	



Department ID Mobile No. 9321191145
NOTE - This challan is valid for document to be registered in Sub Registrar office only. Not valid for unregistered document.
नोंदणी करणयाच्या दस्तावेजात नोंदणी करणयाच्या दस्तावेजात ताम् आं. नोंदणी न करणयाच्या दस्तावेजात ताम् आं.

Relba Amin

Challan Defaced Details

Sr. No.	Remarks	Defacement No.	Defacement Date	Userid	Defacement Amount
1	(IS)-530-9964	0003000367202223	04/08/2022-10:09:48	IGR540	30000 00
Total Defacement Amount					30,000.00

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दस्त क्र. ३९९४/२०२२
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Date 04-08-2022 10:13:44

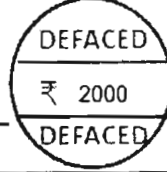


Document **H**andling **C**harges
Inspector General of Registration & Stamps

Receipt of Document Handling Charges

PRN 0408202200204 Receipt Date 04/08/2022

Received from GODREJ PROPERTIES LIMITED, Mobile number 9321191145, an amount of Rs.2000/-, towards Document Handling Charges for the Document to be registered on Document No. 9964 dated 04/08/2022 at the Sub Registrar office Joint S.R. Thane 12 of the District Thane.



Payment Details

Bank Name PUNB	Payment Date 04/08/2022
Bank CIN 10004152022080400181	REF No. 390032609
Deface No 0408202200204D	Deface Date 04/08/2022

This is computer generated receipt, hence no signature is required.

Rehna Amin

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दस्त क्र. ८३६४/२०२२	
४	१००





CHALLAN
MTR Form Number-6



GRN	MH005991567202223E	BARCODE	[Barcode]		Date	04/08/2022-00:33:22	Form ID	
Department	Inspector General Of Registration			Payer Details				
Registration Fee	Type of Payment Ordinary Collections IGR			TAX ID / TAN (If Any)				
				PAN No.(If Applicable)				
Office Name	THN5_THANE NO 5 JOINT SUB REGISTRA			Full Name	Godrej Properties Limited			
Location	THANE							
Year	2022-2023 One Time			Flat/Block No.	Survey No. 39 and Others, Village Dhokali			
Account Head Details	Amount In Rs.		Premises/Building					
0030063301	Amount of Tax		30000.00	Road/Street	Survey No 234/1 and Others, Village Balkum, Tal. and Dist. Thane			
				Area/Locality	Thane			
				Town/City/District				
				PIN	4 0 0 6 0 8			
				Remarks (If Any)	SecondPartyName=Godrej Properties Ltd as Successor in interest of Ceeear Lifespaces Pvt Ltd-			
				Amount In	Thirty Thousand Rupees Only			
Total	30,000.00		Words					
Payment Details	PUNJAB NATIONAL BANK			FOR USE IN RECEIVING BANK				
Cheque/DD Details	Bank CIN	Ref. No.	03006172022080400127	390025626				
Cheque/DD No.	Bank Date	RBI Date	04/08/2022-00:37:33	Not Verified with RBI				
Name of Bank	Bank-Branch		PUNJAB NATIONAL BANK					
Name of Branch	Scroll No. , Date		Not Verified with Scroll					

Department ID :

Mobile No. : 9321191145

NOTE:- This challan is valid for document to be registered in Sub Registrar office only. Not valid for unregistered document.

सदर चलन केवल दुस्यम निबंधक कार्यालयात नोंदणी करावयाच्या दस्तासाठी लागू आहे. नोंदणी न करावयाच्या दस्तासाठी सदर चलन लागू नाही.



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दस्त क्र. ८८८४/२०२२

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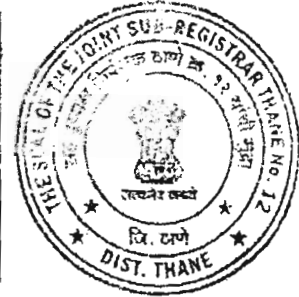




Department of Stamp & Registration, Maharashtra	
Receipt of Document Handling Charges	
PRN 0408202200204	Date 04/08/2022
Received from GODREJ PROPERTIES LIMITED, Mobile number 9321191145, an amount of Rs.2000/-, towards Document Handling Charges for the Document to be registered(iSARITA) in the Sub Registrar office Joint S.R.Thane 5 of the District Thane.	
Payment Details	
Bank Name PUNB	Date 04/08/2022
Bank CIN 10004152022080400181	REF No. 390032609
This is computer generated receipt, hence no signature is required.	



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दस्त क्र. ५९९४/२०२२	
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GOVERNMENT OF MAHARASHTRA
OFFICE OF THE COLLECTOR OF STAMPS ENFORCEMENT- 1, MUMBAI
 General Stamp Office, Town Hall, ShahidBhagat Singh Road, Fort, Mumbai – 400 001
 Phone: 022- 20821336/22664585 Email: cosenf1.mumbai@igmaharashtra.gov.in

Outward No. ENF-1/ADJ/97/2022/ 798

Date: 22 JUN 2022

The Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') has passed an order dated 11/04/2022 sanctioning the Scheme of Amalgamation between CEEAR LIFESPACES PRIVATE LIMITED ("hereinafter refer to as Transferor Company") and GODREJ PROPERTIES LIMITED ("hereinafter refer to as Transferee") and their respective Shareholders.

The details regarding NCLT Order/ Share Capital of the Transferor and Transferee Company/ Share Exchange Ratio etc. is as below.

1	Name of the Transferor Co.	CEEAR LIFESPACES PRIVATE LIMITED.
2	Name of the Transferee Co.	GODREJ PROPERTIES LIMITED
3	Date of NCLT Order	11/04/2022
4	Date of certified copy sealed	20/04/2022
5	Lodging date	26/04/2022
6	Appointed Date	01/04/2020
7	Issued, Subscribed and Paid-up Share Capital of Transferor Company.	10,000 Equity shares of Rs.10/- each fully paid up = 1,00,000/-
8	Issued, Subscribed and Paid-up Share Capital of Transferee Company	25,20,23,911 Equity shares of Rs.5/- each = 1,26,01,19,555/-
9	As per Scheme Clause 12 . The entire issued, subscribed and paid up share capital of CLPL is directly held by GPL. Upon the Scheme becoming effective, no shares of GPL shall be allotted in lieu or exchange of the holding in CLPL and, investment in the share capital of CLPL, as on effective date shall stand cancelled in the books of GPL. Upon the coming into effect of this scheme, the share certificate, if any, and/or the shares in electronic form representing the shares held by GPL, and its nominee, in CLPL shall be deemed to be cancelled without any further act or deed for cancellation thereof by GPL and shall cease to be in existence accordingly.	
10	Stamp Duty – As per Article 5(h) (B)	दस्तावेज, 22/06/2022
11	Stamp Duty for Duplicate Copy Under Article 27	Rs. 200/- ७ १००
12	Total Stamp duty leviable	100 + 200 = 300/-



Interim Demand Notice/ Show cause notice –

1. I Kiran Panbude , Collector of Stamps , Enforcement 1 Mumbai , do hereby call upon you to remain present personally or through Authorized Representative to show cause on ²² June 2022 at 11.45 am as to why a stamp duty of INR 300/- as computed above, should not be levied on the Order of NCLT, dated 11/04/2020.
2. If you fail to show cause to the levy of stamp duty on the above time and date, this show cause notice/interim demand notice, shall be deemed to be /treated as an Adjudication Order under section 39 of the Maharashtra Stamp Act 1958 issued on this date mentioned herein below.
3. If you chose not to show cause to the levy of stamp duty, the amount of stamp duty of INR.300/- shall be paid online within 60 days from the receipt/date of this order into virtual Treasury through Government Revenue Accounting System (GRAS), <http://gras.mahakosh.gov.in>, website. The GRAS Scheme code for the payment of Stamp duty is 0030050801.
4. After the payment of stamp duty, the Simple Receipt containing the 'Challan Identification Number', 'Government Reference Number' issued by Government Virtual Treasury shall be produced to this office for defacing the same.
5. The Registration of the Instrument, i.e. Order of the National Company Law Tribunal and the Scheme of Arrangement, if required shall be as per the Indian Registration Act 1908, Rules, Circulars and notifications issued there under.
6. In the event of non-payment of stamp duty within a stipulated period and you chose not to show cause to the levy of above amount, a penalty shall be imposed as per the applicable provisions of Maharashtra Stamp Act 1958.

Date -

Place- Fort, Mumbai



Collector of Stamps, Enforcement-1, Mumbai

Copy To – Godrej Properties Limited, Office at 5th Floor, Godrej One, Pirojshanagar Eastern Express Highway, Vikhroli East, Mumbai – 400 079.



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दस्त क्र. ३३६४/२०२२	
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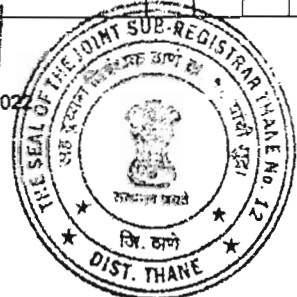


CHALLAN
MTR Form Number-6



GRN	MH003867042202223E	BARCODE	Date		23/06/2022-15:07:43	Form ID
Department				Inspector General Of Registration		
Type of Payment				Non-Judicial Stamps Duty on Doc Voluntarily brought for adjudicatin SoS		
Office Name				GENERAL STAMP OFFICE MUMBAI		
Location				MUMBAI		
Year				2022-2023 One Time		
Account Head Details		Amount In Rs.	Premises/Building			
0030050801 Amount of Tax		300.00	Road/Street			
			Area/Locality			
			Town/City/District			
			PIN			
			TAX ID / TAN (If Any)			
			PAN No.(If Applicable)			
			Full Name		GODREJ PROPERTIES LIMITED	
			Flat/Block No.			
			Premises/Building			
			Road/Street			
			Area/Locality			
			Town/City/District			
			PIN			
			Amount In		Three Hundred Rupees Only	
			Words			
Payment Details			FOR USE IN RECEIVING BANK			
PUNJAB NATIONAL BANK						
Cheque-DD Details			Bank CIN	Ref. No.	03006172022062300833	383196114
Cheque/DD No.			Bank Date	RBI Date	23/06/2022-15:11:08	24/06/2022
Name of Bank			Bank-Branch			PUNJAB NATIONAL BANK
Name of Branch			Scroll No. , Date		1 , 24/06/2022	

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दस्त क्र. 355/2022
3 400



Department ID : Mobile No. : 9321191145
NOTE:- This challan is valid for document to be registered in Sub Registrar office only. Not valid for unregistered document.
सदर चलन केवल दृश्य निबंधक कार्यालयत नोदणी कचवयाच्या दस्तासाठी लागू आहे . नोदणी न कचवयाच्या दस्तासाठी सदर चलन लागू नाही .

Signature Not Verified

Digitally signed by DS
VIRTUAL TREASURY
MUMBAI 03
Date: 2022.07.04
17:24:19 IST
Reason: GRAF Secure
Document
Location: India

Challan Defaced



Sr. No.	Defacement No.	Defacement Date	Userid	Defacement Amount
1	0002094486202223	2022-07-04 16:34:16	IGR537	300.00
Total Defacement Amount				300.00



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दस्त क्र. ९९६४/२०२२	
१०	१००



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH-IV

CP(CAA)/90/MB/2021
In
CA(CAA)/1150/MB/2020

In the matter of
Companies Act, 2013

AND

In the matter of
Companies Act, 2013 (18 of 2013)

AND

Section 230-232 of the Companies Act, 2013 and
other applicable provisions of the Companies Act,
2013 read with the Companies (Compromises,
Arrangements and Amalgamations) Rules, 2016;

In the matter of
Scheme of Amalgamation

Ceeer Lifespaces Private Limited,
(Transferor Company /
Petitioner Company No. 1)
With

Godrej Properties Limited,
(Transferee Company /
Petitioner Company No. 2)

And their respective shareholders

Ceeer Lifespaces Private Limited
[CIN: U45200MH2017PTC295706]

Godrej Properties Limited
[CIN: L74120MH1985PLC035308]

दस्तावेज क्र. १२	
दस्त क्र. ४४४/२०२२	
Petitioner Company	
११	१००

... Petitioner Company No.2



GRN No. - MH003867042202223E
Deface No. - 0002094486202223
Certificate u/s 32(1) (b) of the Bombay
Stamp Act, 1958

dt. - 23/06/2022
dt. - 28/06/2022
CRT No. - 96/2022

office of the
Collector of stamps
Case No. Ad/97/2022
Date

Received from Shri. Godrej Properties limited.
residing at Mumbai

stamp duty of Rs. 100/-
One Hundred only

vide challan No. MH003867042202223E

Certified under Section 32 (1) (b) of the Bombay
Stamp Act, 1958 that the full duty of
Rs. 100/- one Hundred only
with which this instrument is chargeable has been
paid vide article No. 52(h)(3) of schedule
This certificate is subject to the provision of
section 53 (A) of Bombay Stamp Act, 1958.

Place Mumbai

Date 29/06/2022

Collector of Stamps
Enforcement - I



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दस्त क्र. ९३६४/२०२२	
१२	१००



टीप:-

हे प्रमाणपत्र 'मुंबई मुद्रांक अधिनियम १९५८ अन्वये असलेल्या
नियमान्वये निर्गमित केलेले आहे. परंतु उक्त दस्त नोंदणी साठी
नोंदणी अधिकार-याचपार दाखल झाल्यास, नोंदणी अधिनियम
१९०८ च्या अधिनियमातील तरतुदी नुसार नोंदणी अधिकारी दस्त
नोंदणीची कायवाही करतील'

मुद्रांक जिल्हाधिकारी



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH-IV

CP(CAA)/90/MB-IV/2021
in
CA(CAA)/1150/MB-IV/2020

(Collectively referred as the "Petitioner Companies") ...

Order delivered on: 11.04.2022

Coram:

Mr. Rajesh Sharma
Hon'ble Member (Technical)

Mr. Kishore Vemulapalli
Hon'ble Member (Judicial)

Appearances (via videoconferencing):

For the Petitioners

Mr. Hemant Sethi, a/w
Ms. Vidisha Poonja, i/b Hemant
Sethi & Co., Advocates.

For the Regional Director (WR):

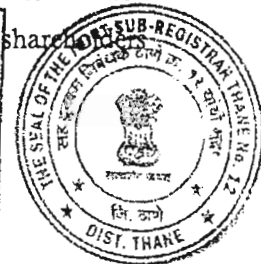
Ms. Rupa Sutar, Deputy Director.

ORDER

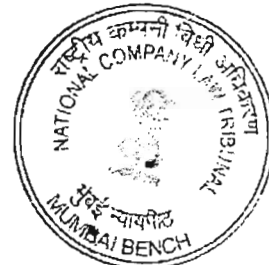
Per: Rajesh Sharma, Member (Technical)

1. The Bench is convened through video conferencing today.
2. Heard Learned Counsel for the Petitioner Companies. No objector has come before the Tribunal to oppose the petition and nor has any party controverted any averments made in the petition.
3. The sanction of this Tribunal is sought under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Act') and in the matter of Scheme of Amalgamation of Ceeer Lifespaces Private Limited ('the Transferor Company') with Godrej Properties Limited ('the Transferee Company') and their respective shareholders (hereinafter referred to as 'Scheme').

दस्तावेज क्र. ९९८४/२०२२	
९३	९००



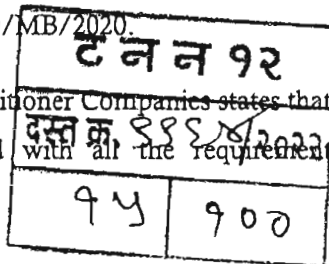
Page 2 of 21



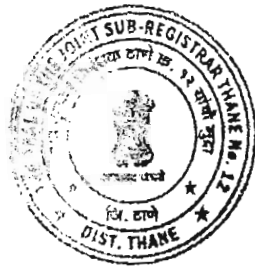
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दस्त क्र. ९९८४/२०२२	
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4. The Learned Counsel for the Petitioner Companies submits that the Petitioner Companies were formed with an objective of carrying on the business of development of real estate projects.
5. The Counsel for the Petitioner Companies further submits that the rationale for the Scheme is as under:
 - a) Consolidation of real estate business
 - b) Elimination of multiple entities
 - c) Reducing the multiplicities of legal and regulatory compliances
 - d) Reducing time and efforts for coordination of financials at group level
 - e) Elimination of duplicative communication and coordination efforts
 - f) Rationalisation of administrative and compliance costs
6. The Petitioner Companies have approved the Scheme by passing their respective Board Resolutions dated November 03, 2021 and have approached the Tribunal for sanction of the Scheme.
7. Learned Counsel for the Petitioner Companies submits that the Petition has been filed in consonance with sections 230 to 232 of the Act along with the order dated February 16, 2021 passed by this Tribunal in CA(CAA)/1150/MB/2020.
8. Learned Counsel for the Petitioner Companies states that the Petitioner Companies have complied with all the requirements as per the directions of this Tribunal.



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9. The Learned Counsel for the Petitioner Companies states that the shares of the First Petitioner Company are not listed on any stock exchanges. The shares of the Second Petitioner Company are listed on BSE Limited and National Stock Exchange of India Limited.

10. The Regional Director has filed his report dated July 29, 2021 ('Report') praying that this Tribunal may pass such orders as it thinks fit, save and except as stated in paragraphs IV (a) to (j). In response to the observations made by the Regional Director, the Petitioner Companies have also given necessary clarifications and undertakings vide their rejoinder affidavit dated August 26, 2021. In response to the rejoinder affidavit, the Regional Director has filed his Supplementary Report dated September 09, 2021. ~~The observations~~ made by the Regional Director and the clarifications and undertakings given by the Petitioner Companies and the observations of the Regional Director in the Supplementary Report are summarized in the table below:



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Sr. No. Para No. (IV)	RD Report/ Observations Dated July 29, 2021	Response of the Petitioner Companies	Observation of Regional director in Supplementary Report dated September 09, 2021.
(a)	In compliance of AS-14 (IND AS-103), the Petitioner Companies shall pass such accounting entries which are necessary in connection with the scheme to comply with	As far as the observation of the Regional Director, as stated in IV(a) of the report and reproduced hereinabove is concerned, the Second Petitioner Company undertakes that it shall pass	On the basis of observations made by the Regional Director and reply submitted by the petitioner Company thereon, Hon'ble




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	<p>other applicable Accounting Standards such as AS-5(IND AS-8) etc.</p>	<p>such accounting entries as may be necessary in connection with the Scheme to comply with all the applicable Indian Accounting Standards (IND AS).</p>	<p>Tribunal may decide the matter on it's merit. The Authorised Representative from the Regional Director was present and has confirmed their satisfaction for the same</p>
	<p>As per Definition of the Scheme, "Appointed Date" means April 1, 2020 ;</p> <p>"Effective Date" or "coming into effect of this Scheme" or "upon the scheme becoming effective" or "effectiveness of the scheme" means the date on which the certified copies of the order of the National Company Law Tribunal sanctioning this Scheme, is filed by CLPL and GPL with</p>	<p>As far as the observation of the Regional Director, as stated in IV(b) of the report and reproduced hereinabove is concerned, the Petitioner Companies undertakes that the Appointed Date would be April 1, 2020 as mentioned in Clause 1.2 under the Definition Clause of the Scheme which is in compliance with Section 232(6) of the Companies Act, 2013 shall take effect from such Appointed Date.</p>	<p>On the basis of observations made by the Regional Director and reply submitted by the petitioner Company thereon, Hon'ble Tribunal may decide the matter on it's merit. The Authorised Representative from the Regional Director was present and has confirmed their satisfaction for</p>

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<p>jurisdictional Registrar of Companies;</p> <p>In this regard, it is submitted that Section 232 (6) of the Companies Act, 2013 states that the scheme under this section shall clearly indicate an appointed date from which it shall be effective and the scheme shall be deemed to be effective from such date and not at a date subsequent to the appointed date. However, this aspect may be decided by the Hon'ble Tribunal taking into account its inherent powers.</p> <p>Further, the Petitioners may be asked to comply with the requirements and clarified vide circular no. F. No. 7/12/2019/CL-I dated 21.08.2019 issued by</p>	<p>Further, the Petitioner Companies undertakes that the aforesaid Appointed Date complies with the requirements specified in the Ministry of Corporate Affairs ('MCA') Circular F.No.7/12/2019/CL -1 ('Circular') dated August 21, 2019.</p>	<p>the same</p>
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	the Ministry of Corporate Affairs.		
(c)	<p>Petitioner Company have to undertake to comply with section 232(3)(i) of Companies Act, 2013, where the transferor company is dissolved, the fee, if any, paid by the transferor company on its authorised capital shall be set-off against any fees payable by the transferee company on its authorised capital subsequent to the amalgamation and therefore, petitioners to affirm that they comply the provisions of the section.</p>	<p>As far as the observation of the Regional Director, as stated in IV(c) of the report and reproduced hereinabove is concerned, the Second Petitioner states that the Scheme does not provide for combination of Authorised Share capital and accordingly, no additional fees would be payable.</p>	<p>On the basis of observations made by the Regional Director and reply submitted by the petitioner Company thereon, Hon'ble Tribunal may decide the matter on it's merit. The Authorised Representative from Regional Director was present and has confirmed the satisfaction for the same</p>
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(d)	<p>ROC, Mumbai Report dated 23.04.2021 inter alia mention that Given in para 3.2 of the Scheme As per MCA Master data the Authorized and paid up Share Capital of the</p>	<p>As far as the observation of the Regional Director, as stated in IV(d) of the report and the report of ROC dated April 23, 2021 is concerned, it is stated that (i) the Second Petitioner</p>	<p>On the basis of observations made by the Regional Director and reply submitted by the petitioner Company</p>



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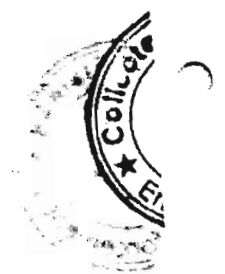


<p>Transferee company is Rs. 6,69,00,00,000/- and Rs. 1,26,04,04,915/- respectively. However, the paid-up capital mentioned in the Scheme is Rs. 1,26,01,19,555/- which is not tallying with master data and there is no investigation/inspection/inquiry proceedings and complaint against the present scheme are pending. Further, the ROC Mumbai report made following observations:</p> <ol style="list-style-type: none"> 1. Interest of the Creditors should be protected. 2. One Compliant relating to non-payment of fixed deposited and Interest on maturity has been received against the Transferee Company and the complaint is taken up with company for reply. 	<p>Company submits that the paid-up share capital of the Second Petitioner Company mentioned in Clause 3.2 of the Scheme relates to the paid-up share capital of the Second Petitioner Company as on date March 31, 2020 i.e., INR 1,26,01,19,555. After March 31, 2020, the Second Petitioner Company has allotted 56,829 equity shares, 243 equity shares and 30,442 equity shares on June 22, 2020, December 14, 2020 and May 28, 2021 respectively pursuant to Godrej Properties Limited Employees Stock Grant Scheme, 2011. Further, the Second Petitioner Company issued 2,58,62,068 equity shares on March-16, 2021 to qualified institutional buyers. After considering the said allotment, the paid-up capital of the Second Petitioner Company is</p>	<p>thereon, Hon'ble Tribunal may decide the matter on it's merit. The Authorised Representative from the Regional Director was present and has confirmed their satisfaction for the same</p>
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<p>In this regard, it is submitted that the Transferee company may be directed to submit the reason for difference in Paid up share capital of the company and if required may be directed to do the necessary filing. Further, the petitioner companies be directed to resolve all pending complaints before consideration of the present Scheme.</p>	<p>matching with MCA Master Data. A reconciliation of the paid-up capital of the Second Petitioner Company is summarized below:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount in Rs.</th> </tr> </thead> <tbody> <tr> <td>Share Capital as on 31.03.2020</td> <td>1,26,01,19,555</td> </tr> <tr> <td>Share Capital as on 30.09.2020</td> <td>1,26,04,03,700</td> </tr> <tr> <td>Share Capital as on 14.12.2020</td> <td>1,26,04,04,915</td> </tr> <tr> <td>Share Capital as on 16.03.2021</td> <td>1,38,97,15,255</td> </tr> <tr> <td>Share Capital as on 28.05.2021</td> <td>1,38,98,67,465</td> </tr> </tbody> </table> <p>A copy of the forms filed with the ROC pursuant to the allotment of such shares was enclosed as 'Annexure B' to the Affidavit-in- ट न न १२ Rejoinder. Details reflected on वेब पोर्टल A portal for the share capital of the Second Petitioner Company as on २२/१०/२०२२ date was enclosed herewith as 'Annexure C' to the</p>	Particulars	Amount in Rs.	Share Capital as on 31.03.2020	1,26,01,19,555	Share Capital as on 30.09.2020	1,26,04,03,700	Share Capital as on 14.12.2020	1,26,04,04,915	Share Capital as on 16.03.2021	1,38,97,15,255	Share Capital as on 28.05.2021	1,38,98,67,465	
Particulars	Amount in Rs.													
Share Capital as on 31.03.2020	1,26,01,19,555													
Share Capital as on 30.09.2020	1,26,04,03,700													
Share Capital as on 14.12.2020	1,26,04,04,915													
Share Capital as on 16.03.2021	1,38,97,15,255													
Share Capital as on 28.05.2021	1,38,98,67,465													



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		<p>Affidavit-in-Rejoinder..</p> <p>(ii) The Second Petitioner Company submits that the rights of creditors of the Petitioner Companies will not be affected as there is no compromise or arrangement with the creditors of the Petitioner companies pursuant to the Scheme. Further, the assets of the Second Petitioner Company, post the Scheme, will be more than its liabilities and as such sufficient to discharge the liabilities in the normal course of business and the creditors would be paid off in the ordinary course of business by the Second Petitioner Company. Hence the rights of the creditors will not be jeopardized pursuant to the Scheme.</p> <p>(iii) The complaint against the Second</p>	
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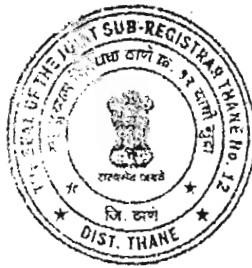
Petitioner Company relates to a matter unconnected with the Scheme. Also, the Scheme does not envisage any compromise with the depositors of the Second Petitioner Company and hence the interest of the depositors would not be adversely affected pursuant to the Scheme. Further, the Petitioner Companies respectfully submit that the Second Petitioner Company shall continue to remain in existence post the approval of the Scheme and the complainant shall continue to have his rights of redressal and claims, if any, against the Second Petitioner Company in the appropriate forum and hence, the rights of the investor will not be jeopardized pursuant to the Scheme.



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<p>(e)</p>	<p>The Hon'ble Tribunal may kindly seek the undertaking that this Scheme is approved by the requisite majority of members and creditors as per Section 230(6) of the Act in meetings duly held in terms of Section 230(7) read with subsection (3) of Section 230 of the Act and the Minutes thereof are duly placed before the Tribunal.</p>	<p>As far as the observation of the Regional Director, as stated in IV(e) of the report and reproduced hereinabove is concerned, the Petitioner Companies submits that the meetings of the equity shareholders and creditors of the First Petitioner Company and the Second Petitioner Company was dispensed with by this Hon'ble Tribunal vide Order dated February 16, 2021. The Order of Hon'ble Tribunal dated February 16, 2021 was enclosed as 'Annexure D' to the Affidavit-in-Rejoinder. Hence, the requirement of conducting the meeting of equity shareholders and creditors of the Petitioner Companies and submission of the minutes of such meeting does not arise.</p>	<p>On the basis of observations made by the Regional Director and reply submitted by the petitioner Company thereon, Hon'ble Tribunal may decide the matter on it's merit. The Authorised Representative from the Regional Director was present and has confirmed their satisfaction for the same</p>
<p>(f)</p>	<p>As per Clause 11.1. (e) of the Scheme,</p>	<p>As far as the observation of the Regional Director, as</p>	<p>On the basis of</p>



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