

13
Horse Property (Special Interest)
Banks & Carbs (Private)
5th floor, Freedom Complex High-rise,
Cap Sun-Chunabhale Sign,
Ban (East), Mumbai - 400 020.

CERTIFICATE RELATING TO TITLE

Re: All that piece and parcel of land and ground bearing Survey No. 25 and measuring 1.17 Acres, situated at 1/1 and 2/1, Borivade, within the limits of Thane 20th Parished, Taluka Thane, District Thane (hereinafter referred to as 'the said Property No. 1')

All that piece and parcel of land and ground bearing Survey No. 26 and measuring 1.17 Acres, situated at 1/1 and 2/1, Borivade, within the limits of Thane 20th Parished, Taluka Thane, District Thane (hereinafter referred to as 'the said Property No. 2')

(The said Property No. 1' and 'the said Property No. 2' are hereinafter collectively referred to as 'the said Property')

1. Title Documents:

For the purpose of this certificate, we have examined the following documents (originals and / or copies as stated below) and have relied upon the contents being true and correct:-

- (i) Photocopy of 1/12 extracts for the year 2000-2004;
- (ii) Certified copy of 1/12 extracts for the year 2011-12 dated on 31 January 2012;
- (iii) Photocopies of Mutation Entries Nos. 814, 175, 244, 326, 321 and 336;
- (iv) Photocopy of order dated 25 May 1954, bearing No. RB/M-EP/54/2566 passed by the Collector, Thane;
- (v) Original order dated 5 June 1971 bearing No. RB/M-EP-SP-2564 passed by the Additional Collector, Thane under Section 42 Maharashtra Land Revenue Code, 1950;
- (vi) Original order dated 14 April 1973 bearing no. RB/M/NA/73/24-71 passed by the Additional Collector, Thane under Section 14 of Maharashtra Land Revenue Code, 1950;
- (vii) Photocopy of order dated 15 July 1978 bearing no. UJ/04-483185-326, passed by the Commissioner, Urban, Udhraagar Urban Agglomeration, under Section 9(4) of the Urban Land (Ceiling and Regulation) Act, 1978.

- (viii) Photocopy of order dated 10 January 1994 bearing no. A.O.-1094/1993/CHM issued by Union Secretary, Housing and Special Assistance Department, Government of Maharashtra under Section 20 (1) (a) of the Urban Land (Ceiling and Regulation) Act, 1975.
- (ix) Photocopy of letter dated 16 September 1993 of Deputy Secretary, Maharashtra State addressed to The Premier Automobiles Limited.
- (x) Photocopy of Certificate of Incorporation (consequent on change of name) dated 28 March 2005, issued by Registrar of Companies, Maharashtra, Mumbai.
- (xi) Photocopy of Indenture of Mortgage dated 17 December 2005, registered with the Sub-Registrar of Assurances, Havel No. 5, under Serial No. 02042005 executed by Premier Limited in favour of SICOM Limited and Housing Development Finance Corporation Limited.
- (xii) Photocopy of Indenture of Additional Security dated 19 December 2005, registered with the Sub-Registrar of Assurances, Kalyan-1 under Serial No. 75262005 executed by Premier Limited in favour of SICOM Limited.
- (xiii) Photocopy of Indenture of Mortgage dated 4 May 2005, registered with the Sub-Registrar of Assurances, Havel No. 3, under Serial No. 32012005 executed by Premier Limited in favour of SICOM Limited.
- (xiv) Photocopy of Indenture of Additional Security dated 3 May 2006, registered with the Sub-Registrar of Assurances, Kalyan-4 under Serial No. 21022005 executed by Premier Limited in favour of SICOM Limited.
- (xv) Photocopy of Joint Indenture of Mortgage dated 5 October 2006, registered with the Sub-Registrar of Assurances, Havel No. 6, under Serial No. 19042006 executed by Premier Limited in favour of SICOM Limited and Housing Development Finance Corporation Limited.
- (xvi) Photocopy of Indenture of Additional Security dated 5 October, 2006 registered with the Sub-Registrar of Assurances, Kalyan-4 under serial no. 794 of 2006 executed by Premier Limited in favour of SICOM Limited.
- (xvii) Photocopy of Resolution bearing no. ULG-160753N 0224ULGA 2 dated 23 November 2007 of Government of Maharashtra.

- (xviii) Photocopy of Deed of Mortgage dated 20 May 2009 registered with the Sub-Registrar of Assurances under serial no. 2549 of 2009 executed by Premier Limited in favour of Housing Development Finance Corporation Limited;
- (xix) Photocopy of Memorandum of Entry dated 23 January 2010 between Premier Limited and The Federal Bank Limited;
- (xx) Photocopy of unregistered Agreement dated 21 July 2010 executed between SIDOM Limited and Premier Limited with regards to the sanction of Inter Corporate Deposit in the form of Short Term Loan;
- (xxi) Photocopy of Indenture of Mortgage dated 29 September 2010, registered with the Sub-Registrar of Assurances, Kalyan-2 on 1 December 2010, under Serial No. 11380/2010 executed by Premier Limited in favour of Housing Development Finance Corporation Limited;
- (xxii) Photocopy of Notification bearing No. S. O. 644(C) dated 22 March 2011 issued by the Ministry of Railways, Railway Board published in the Gazette of India, Extraordinary, Part-II Section 3, Sub-section (ii) dated 28 March 2011 passed under sub-section 1 of section 20A of the Railways Act 1989;
- (xxiii) Photocopy of letter bearing No. BRYA/PLHD dated 13 May 2011 addressed by The Federal Bank Limited to Premier Limited;
- (xxiv) Photocopy of Indenture of Mortgage dated 1 June 2011 registered with the Sub-Registrar of Assurances, Kalyan-2 under serial no.5655/2011 executed by Premier Limited in favour of SIDOM Limited;
- (xxv) Photocopy of two letters both dated 11 October 2011 addressed by SIDOM Limited to Premier Limited;
- (xxvi) Photocopy of letter dated 12 October 2011 addressed by Housing Development Finance Corporation Limited to Premier Limited;
- (xxvii) Photocopy of Writ Petition No. 5704 of 2011 filed by Premier Limited before the Hon'ble High Court of Judicature at Bombay;
- (xxviii) Photocopy of order dated 22 November 2011 passed by the Hon'ble High Court of Judicature at Bombay in the aforesaid Writ Petition;

- (ixix) Photocopy of Certificate dated 7 December 2011 issued by the Taluk Bivavara.
- (iox) Search Report dated 19 December, 2011 issued by Mr. Navin Maheshwar, in respect of search conducted in the Registrar of Companies.
- (ioxii) Search Report dated 20 December 2011 issued by Mr. Nish Jeyap in respect of the said Property.

2. Brief History:

On perusal of the aforesaid documents and from the information furnished to us, we observe as follows:-

- a. The reports filed originally, Government of Maharashtra was owner of lands bearing (i) Survey No. 25 Hissa No.1 admeasuring 375 Guntas ('said Land No.1') and (ii) Survey No. 36 Hissa No.1 admeasuring 158 Guntas situated at Village Barvade, Taluka Thane, District Thane ('said Land No.2'). (The said Land No.1 and the said Land No.2 are hereinafter collectively referred to as 'the said Lands').
- b. From Mutation Entry No.117 dated 12 October 1952, it appears that vide Resolution bearing no.3003M&Z dated 17 May 1950 passed by the then Government of Bombay, the said Lands were declared as 'fragmented land'. Accordingly, the remark of 'fragment' was recorded in the other rights column of the record of rights of the said Lands.
- c. Vide an order bearing no. RB/LE/SPR2566, dated 25 May 1964 passed by Collector of Thane, the said Lands were granted to The Premier Automobiles Limited ('PAL') on payment of occupancy price of Rs.1,000/- (Rupee One Thousand Only) per acre and on the terms and conditions more particularly mentioned therein. As per the said order dated 25 May 1964, the said Lands were to be used for industrial purposes only and were not to be sold, transferred, mortgaged, leased or encumbered in any manner whatsoever and to be owned by PAL without prior written permission of the Collector. As per the said order dated 25 May 1964, in the event PAL transfers the said Lands, the State Government shall be entitled to 50% of the unshared income. On breach of the terms and conditions mentioned therein, the said order dated 25 May 1964 is liable to be cancelled.

- d. On perusal of the 2/12 extract of the said Property, it appears that by Mutation Entry No.176, name of PAL was recorded as owner of the said Lands. The Talathi of Village Barvade has issued Certificate dated 7 December 2011 stating that due to heavy water logging which occurred on 29 July 2005, all the village records were destroyed. It is also stated under the said Certificate dated 7 December 2011 that the copies of records concerning said Mutation Entry No.176 was also soaked and the said Mutation Entry No.176 had become illegible and thus copy of the said Mutation Entry No.176 cannot be provided.
- e. We have been informed that the said Land No.1 is renumbered as Survey No. 35 and the said Land No.2 is renumbered as Survey No.36. We have been further informed that there is no order passed in the revenue record to that effect and there is no document regarding the fact.
- f. From Mutation Entry No. 244 dated 28 December 1940, it appears that the Maharashtra Weights and Measurements (Enforcement) Act, 1956 and Indian Gauge Act, 1957 was implemented for the said Lands. Pursuant thereto, the area of (i) the said Land No. 1 was converted from "5.75 Gunthas" to "3.8 Acres" (i.e. the said Property No.1) and (ii) the Land No. 2 was converted from "13.8 Gunthas" to "10.7 Acres" (i.e. the said Property No.2).
- g. By an order bearing no. MSW/NA/P/584/71 dated 5 June 1971 read with order dated 14 April 1972 both passed by the Collector, Thane under Section 42 read with Section 44 of Maharashtra Land Revenue Code, 1956 ("MLRC"), permission has been granted by the Collector, Thane to convert the usage of the said lands from agricultural purpose to non agricultural purpose specifically for the industrial use on the terms and conditions contained therein. Certain essential terms and conditions of the said orders are reproduced hereinafter:-
- (i) land can be used only for the purpose for which it is granted and not for any other purpose.
 - (ii) to obtain prior permission from the Collector for commencing any further construction on land.
 - (iii) occupant shall begin NA use of the land within one year.
 - (iv) prohibited to change the usage of the land.
 - (v) PAL shall pay an amount equal to 50% of the market value less 20 times the assessment already paid, in respect of said lands for putting the said lands to NA use.

- h. By an order bearing no. U.C.U.L.6(3)5R-350 dated 15 July 1978, passed by the Corporation Authority, Uvasnagar Urban Agglomeration under Section 9 (4) of Urban Land (Ceiling and Regulation) Act, 1978 ("ULC Act"), it appears that the said Property was declared as surplus and was directed to be surrendered.
- i. By an order bearing no. 706-1001(1073)D-XC, dated 13 January 1964, issued by Under Secretary, Housing and Social Assistance Department, Government of Maharashtra, it appears that land measuring 8,67,470 sq. mtrs. situated at Villages Usurghar, Sandap, Bolewade and Bhesar ("exempted land") owned by PNL was exempted under Section 20 of the ULC Act for construction of test track, for testing of cars/trucks, etc and for forestry, on the basis of conditions mentioned therein. Out of the said exempted land, a portion of land measuring 77,407 sq. mtrs. is to be used for test track and the balance land measuring 86,033 sq. mtrs. for forestry. As per the said order dated 13 January 1964, prior permission of the State Government is required to be obtained, if PNL transfers the said exempted land to any person or third party by way of sale, lease, mortgage or otherwise. We are not aware of the survey numbers comprising of the said exempted land and whether the said Property was included in the exempted land as we did not have access to the exemption application, however, for the purpose of this Certificate relating to Title, we have assumed that the said Property is exempted under the aforesaid order dated 13 January 1964.
- j. From the letter dated 15 September 1968 addressed by Deputy Secretary, Maharashtra State to PNL, it appears that PNL was allowed to use exempted land for industrial purpose subject to payment of 15% of market value of the said exempted land as transfer fee to the Government of Maharashtra. We have been informed that the transfer fee has not been paid by PNL.
- k. From Mutation Entry No. 328 dated 12 February 2004, it appears that though order granting permission for non-agriculture use was already issued, the same remained to be recorded in the record of rights of the said Property as per the provisions of Maharashtra Land Revenue Code, 1960 and hence, vide Taluka order bearing no. 11204 dated 11 February 2004, a remark of "non-agricultural land" was recorded in the record of rights of the said Property. The 7/12 extracts of the said Property for the year 2003-2004 reflect this Mutation Entry No.328, whereas the 7/12 extracts of the said Property for the year 2011-2012 erroneously do not reflect this mutation entry No.328.

- i. From Mutation Entry No. 328 dated 15 April 2004, it appears that as per order of the Assistant Sales Tax Commissioner, A-10 bearing no. 400070491 dated 6 April 2004 and order of the Tahsilcar Thane bearing no. Revenue Cel-11 T-350498 dated 15 April 2004, an attachment for recovering the outstanding Sales Tax of the sum of Rs.45,98,18,595/- (Rupees Forty Five Crores Ninety Eight Lakhs Eighteen Thousand Three Hundred and Ninety Five Only) was recorded in the other rights column of the record of rights of the said Property. We have not been provided with copy of orders dated 6 April 2004 and 15 April 2004. The said attachment was subsequently removed as stated in paragraph 2(g) herein below.
- ii. From Certificate of Incorporation (consequent on change of status) dated 28 March 2005 issued by Registrar of Companies, Maharashtra, Mumbai, it appears that name of DAL was changed to Premier Limited. The effect of change of name is not recorded in the record of rights and therefore the T/12 extracts of said Property will reflect name of DAL as the owner of the said Property.
- iii. By an Indenture of Mortgage dated 17 December 2005 executed by Premier Limited in favour of SICCUM Limited ("SICCUM") and Housing Development Finance Corporation Limited ("HDFC") read with Indenture of Additional Security dated 18 December 2005 executed by Premier Limited in favour of SICCUM, Premier Limited has mortgaged the said Property for repayment of loans availed by it from SICCUM and HDFC and on the terms and conditions contained therein. The said Indenture of Mortgage dated 17 December 2005 is registered with the Sub-Registrar of Assurances, Havel No. 5 under serial no. 9004/2005 and the Indenture of Additional Security dated 18 December 2005 is registered with the Sub-Registrar of Assurances, Kalyan-1, under serial No. 2155/2005.
- iv. By an Indenture of Mortgage dated 4 May 2006 executed by Premier Limited in favour of SICCUM read with Indenture of Additional Security dated 5 May 2006 executed by Premier Limited in favour of SICCUM, Premier Limited has mortgaged the said Property for repayment of loans availed by it from SICCUM and on the terms and conditions more particularly mentioned therein. The said indenture of mortgage dated 4 May 2006, is registered with the Sub-Registrar of Assurances, Havel No. 5 under serial No. 3781/2006 and the indenture of Additional Security dated 5 May 2006 is registered with the Sub-Registrar of Assurances, Kalyan-1, under serial No. 2155/2005.

- d. By a Joint Indenture of Mortgage dated 6 October 2006 executed by Premier Limited in favour of SDCM and HDFC read with Indenture of Additional Security dated 9 October 2006 executed by Premier Limited in favour of SDCM. Premier Limited has mortgaged the said Property for repayment of loans availed by it from SDCM and HDFC and on the terms and conditions contained therein. The said Joint Indenture of Mortgage dated 6 October 2006 is registered with the Sub-Registrar of Assurances, Mumbai, under serial No. 7864/2006 and the said Indenture of Additional Security dated 9 October 2006 is registered with the Sub-Registrar of Assurances, Kalyan-4 under serial no.4794 of 2006.
- e. From Mutation Entry No. 338 dated 17 July 2006, it appears that vide letter of the Assistant Sales Tax Commissioner (A-10), Shaktinagar dated 4 May 2006 and Taluka order bearing no. SR/2876/06 Revenue Cell No. 18TT/Savshi/5625 dated 1 July 2005. The attachment by the Government of Maharashtra, Sales Tax Commissioner (recorded vide order of the Assistant Sales Tax Commissioner, A-10 bearing no. 4000763/1 dated 8 April 2004 and order of the Tahsildar, Thane bearing no. Revenue Cell-1/ T-3288448 dated 15 April 2004) for the sum of Rs.49,34,18,396/- (Rupees Forty Five Crores Ninety Eight Lakhs Eighteen Thousand Three Hundred and Ninety Five Only) was removed. Accordingly, the attachment of Government of Maharashtra, Sales Tax Commissioner was removed from the other rights column of the record of rights of the said Property. We have not been provided with copy of letter dated 4 May 2006 and the order dated 1 July 2005.
- f. As per Resolution bearing no. ULC/1407/G.N.2221/UGA-2 dated 23 November 2007 of the Government of Maharashtra, it has been notified that permission for transfer of the land exempted under Section 20 of the ULC Act (i.e. which was earlier declared as exempt land in excess), falling in Industrial zone of Thane Urban Agglomeration, can be granted on payment of 100% of the market value of such land as transfer tax, to the Government of Maharashtra. The said resolution further notifies that if such exempted land falling in industrial zone is to be utilized for residential purpose, then, such transfer tax should be equivalent to the valuation of such land as per prevailing ready reckoner rate.
- g. By a Deed of Mortgage dated 20 May 2006 executed by Premier Limited in favour of HDFC, Premier Limited has mortgaged the said Property for repayment of the loans availed by it from HDFC and on the terms and conditions contained

shown. The said Deed of Mortgage is registered with the Sub-Registrar of Assurances under serial no.2549 of 2009.

- t. A Letter of Credit facility of Rs.20,00,00,000/- (Rupees Twenty Crores Only) was availed by Premier Limited from The Federal Bank Limited for which a charge was created against the said Property, recorded in the Memorandum of Entry dated 20 January 2010.
- u. By an unregistered Agreement dated 21 July 2010, SIOOM had agreed to grant financial assistance by way of Inter Corporate Deposit in the nature of Revolving Short Term Loan for a tenure of six months for the sum of Rs.16,00,00,000/- (Rupees Sixteen Crores Only) to Premier Limited on terms and conditions more particularly mentioned therein. We are not aware whether the financial assistance of Rs.16,00,00,000/- (Rupees Sixteen Crores Only) was sanctioned and disbursed to Premier Limited.
- v. By an Indenture of Mortgage dated 29 September 2010 executed by Premier Limited in favour of HDFC, Premier Limited has mortgaged the said Property for repayment of loans availed by it from HDFC and on the terms and conditions contained therein. The said Indenture of Mortgage dated 29 September 2010, is registered with the Sub-Registrar of Assurances, Kalyan-2, under serial no. 11356/2010.
- w. By a Notification (Order no.8.0/644/E) dated 22 March 2011 issued by the Ministry of Railways and published in the Gazette of India, Extraordinary, Part-II Section 3, sub-section (i) dated 29 March 2011 (passed under sub-section 1 of section 30A of the Railways Act 1989) a portion of lands bearing (i) Survey No.35 measuring 0.0314 Hectres and (ii) Survey No. 36 measuring 0.0643 Hectres are proposed to be acquired by the Government for the purpose of execution, maintenance, management and operation of Special Railway Projects namely Dedicated Freight Corridor Corporation of India Limited ("DFCC"). The notification invited objections, in respect thereof from the interested persons within 30 days of its publication in the Official Gazette (hereinafter referred to as the "said Railway Acquisition"). By a letter dated 3 August, 2011 read with order dated 9 September 2011, Premier Limited raised/ filed their objections for the said Railway Acquisition.

- x. By a letter bearing no. BR/VP/PL/111 dated 13 May 2011 addressed by The Federal Bank Limited to Premier Limited, The Federal Bank Limited has confirmed releasing its charge/mortgages against the said Property.
- y. By an Instrument of Mortgage dated 1 June, 2011 executed by Premier Limited in favour of SICOM, Premier Limited has mortgaged the said Property for repayment of loans availed by it from SICOM and on the terms and conditions contained therein. The said Instrument of Mortgage dated 1 June, 2011, is registered with the Sub-Registrar of Assurances, Kalyan-2, Under serial no. 6836/2011.
- z. Premier Limited has filed Writ Petition No. 4701 of 2011 in the High Court of Judicature at Bombay, against the State of Maharashtra and Ors., challenging the applicability of the ULC Act to the said Property, thereby seeking a declaration that the ULC Act does not apply to the said Property and for other reliefs as prayed therein. The Hon'ble High Court by an Order dated 22 November 2011 has admitted the said Petition and the same is pending.
- aa. Vide two letters both dated 17 October 2011 issued by SICOM, SICOM has confirmed that the principal outstanding as on 30 September 2011 is (i) Rs.50,00,000/- (Rupees Fifty Crores Only) against the loan account no. R0289, (ii) Rs.2,00,00,000/- (Rupees Two Crores Only) against the loan account no. F0594, (iii) Rs.1,00,00,000/- (Rupees One Crore Fifty Lakhs Only) against the loan account no. F0593 and (iv) Rs.90,00,000/- (Rupees Fifty Lakhs Only) against the loan account no. F0591 thus aggregating to Rs.94,00,00,000/- (Rupees Fifty Four Crores Ten Lakhs Only). Similarly, vide a letter dated 12 October 2011 issued by HLFCL, HLFCL has confirmed that the total outstanding amount as on 30 September 2011 is Rs.25,00,00,000/- (Rupees Twenty Five Crores Only).
- bb. From 3712 extract for the year 2011-2012 issued on 3 January 2012, it appears that restriction is imposed by the Government that the said Property cannot be transferred without prior permission of the Government as the land is earmarked for industrial purpose and the same has been recorded in the record of rights of the said Property. The aforesaid seems to have been recorded vide Mutation Entry No. 434, but we have not been provided with copy of Mutation Entry No.434.
- cc. The said Property is earmarked for non-agricultural use, (for industrial use only).

- cc. To investigate title of Premier Limited in the said Property, public notices were published by us in newspapers "Hindustan Times" and "Navshakti" both dated 21 November, 2011, Mumbai Edition, calling for objections, if any. In pursuance to the said public notices, we have not received any objection till date.
 - ee. Mr. Navin Maheshwari, Advocate, has carried out search in records of Registrar of Companies and as per his Report dated 18 December 2011, charge of RDCM and HRCG in respect of the said Property is recorded.
 - ff. Mr. Satish Jagtap, Advocate, has examined all copies of the land records maintained with the Sub-Registrar Offices at Kalyan with respect to the said Property and he has submitted his Search Report dated 20 December 2011.
 - gg. The issues mentioned above are required to be sorted out to make the said Property free, clear and marketable.
3. Subject to what is stated herein above, in our opinion, Premier Limited is the owner of the said Property and has free, clear and marketable title to the said Property.
4. **General**
- a. We have not visited the site on which the said Property is situated.
 - b. We express no view about the zoning/permissions/resolutions/PSR for developability of said Property as the same is within the scope of an analytical review.
 - c. This Certificate relating to title is limited to the matters pertaining to Indian Law (as on the date of this Certificate relating to Title) alone and we express no opinion on laws of any other jurisdiction.

Dated this 13th day of June, 2012.

For M/s. Harani & Co.


Partner

To,
PT. GUNUNG HARAU PERUMAHAN SDN BHD
Pusat 8 (Utara) Desa 06,
Km 100, Eastern Highway Highway,
Opp. Cik-Chelabeheti Signal
Siam, East, Malacca - 760 029.

CERTIFICATE RELATING TO TITLE

RE: A. that deed and sale of and and ground bearing Survey No. 77 (Indonesian) & H000010 A etc. situated at Village Bekasate within the limits of Town 2004 Padang, Tjateh, Thane, District Thane hereinafter referred to as 'the said Property'.

I. Title Documents:

For the purpose of this certificate, we have perused the following documents (original and / or copies as stated) which are hereinafter referred to as the 'said Documents' and are correct:

- (i) Photocopy of Y12 record for the year 2000-2001;
- (ii) Certified copy of Y12 record for the year 2011-12 (dated 01/3 January 2012);
- (iii) Photocopy of Malacca's Ordinance Nos. 114, 344, 345, 328 and 338;
- (iv) Certified copy of Sale Deed dated 5 April 1952, made and entered into between Gnan Chinnamudaya, Deivakottai through its Deputy Sarpentis, M. Motham Rama Jidekar of the One Part and The Premier Automobiles Limited of the Other Part registered with the Sub-Register of Assurances at Thane, under serial no. 1901985;
- (v) Original Order dated 5 June 1953 bearing no. KUPKUMHNS/20-100 passed by the Additional Collector, Thane under Section 42 Malacca's Ordinance and Revenue Code, 1953;
- (vi) Original Order dated 14 April 1952 bearing no. KUPKUMHNS/20-100 passed by the Additional Collector, Thane under Section 43 of Malacca's Ordinance and Revenue Code, 1953;
- (vii) Photocopy of order dated 15 July 1978, bearing no. ULC/LLS(3)ER/862, passed by the Competent Authority, Uthmaniyar Urban Agglomeration, under Section 14 of the Urban Land (Ceiling and Regulation) Act, 1973.

- (vii) Original Agreement dated 19 September 1994 made and entered into between The Premier Automobile Limited of the One Part and The Executive Engineer, Maharashtra Water Supply and Sewerage Project of the Other Part;
- (viii) Photostatic of order dated 13 January 1994 bearing no. AOL-108/4-67000-94 passed by Under Secretary, Housing and Special Assistance Department Government of Maharashtra under Section 20 (1) (a) of the Urban Land (Ceiling and Regulation) Act, 1976;
- (ix) Photostatic of order dated 15 September 1998 of Deputy Secretary, Maharashtra S&S&B addressed to The Premier Automobile Limited;
- (x) Photostatic of Certificate of Incorporation (amalgamation change of name) dated 20 March 2005, issued by Registrar of Companies, Maharashtra, Mumbai;
- (xi) Photostatic of Indenture of Mortgage dated 17 December 2005, registered with the Sub-Registrar of Assurances, Haveli No. 5, under Serial No. 8234/2005 executed by Premier Limited in favour of SIDCOM Limited and Housing Development Finance Corporation Limited;
- (xii) Photostatic of Indenture of Additional Security dated 18 December 2005 registered with the Sub-Registrar of Assurances, Kalyan-1 under Serial No. 7606/2005 executed by Premier Limited in favour of SIDCOM Limited;
- (xiii) Photostatic of Indenture of Mortgage dated 4 May 2006, registered with the Sub-Registrar of Assurances, Haveli No. 5, under Serial No. 3781/2006 executed by Premier Limited in favour of SIDCOM Limited;
- (xiv) Photostatic of Indenture of Additional Security dated 5 May 2006, registered with the Sub-Registrar of Assurances, Kalyan-1 under Serial No. 7644/2006 executed by Premier Limited in favour of SIDCOM Limited;
- (xv) Photostatic of Joint Indenture of Mortgage dated 5 October 2006, registered with the Sub-Registrar of Assurances, Haveli No. 5, under Serial No. 7884/2006 executed by Premier Limited in favour of SIDCOM Limited and Housing Development Finance Corporation Limited;
- (xvi) Photostatic of Indenture of Additional Security dated 8 October, 2006 registered with the Sub-Registrar of Assurances, Kalyan-1 under Serial no-6794 of 2006 executed by Premier Limited in favour of SIDCOM Limited;

- (xviii) Photocopy of Resolution bearing no. J.C-1007/CON/2007/J.CA-3 dated 23 November 2007 of Government of Maharashtra;
- (xix) Photocopy of Deed of Mortgage dated 20 May 2009 registered with the Sub-Registrar of Assurances under serial no. 2546 of 2009 executed by Premier Limited in favour of Housing Development Finance Corporation Limited;
- (xx) Photocopy of Memorandum of Entry dated 20 January 2010 between Premier Limited and The Federal Bank Limited;
- (xxi) Photocopy of unregistered Agreement dated 21 July 2010 executed between SDCM Limited and Premier Limited with regards to the execution of Inter Corporate Deposit in the form of Short Term Loans;
- (xxii) Photocopy of Deed of Mortgage dated 29 September 2010, registered with the Sub-Registrar of Assurances, Kalyan-2 on 1 December 2010, under Serial No. 11300/2010 executed by Premier Limited in favour of Housing Development Finance Corporation Limited;
- (xxiii) Photocopy of Notification bearing No. S. O. 644(E) dated 22 March 2011 issued by the Ministry of Railways, Railway Board published in the Gazette of India, Extraordinary, Part-II Section 3, Sub-section (ii) dated 29 March 2011 passed under sub-section 1 of section 305 of the Railway Act, 1989;
- (xxiv) Photocopy of letter bearing No. 38YAM/LHD dated 13 May 2011 addressed by The Federal Bank Limited to Premier Limited;
- (xxv) Photocopy of Deed of Mortgage dated 1 June, 2011 registered with the Sub-Registrar of Assurances, Kalyan-2 under serial no 6388/2011 executed by Premier Limited in favour of SDCM Limited;
- (xxvi) Photocopy of two letters both dated 11 October 2011 addressed by SDCM Limited to Premier Limited;
- (xxvii) Photocopy of letter dated 12 October 2011 addressed by Housing Development Finance Corporation Limited to Premier Limited;
- (xxviii) Photocopy of Writ Petition No. 5701 of 2011 filed by Premier Limited before the Hon'ble High Court of Judicature at Bombay;

- (viii) Photocopy of Order dated 22 November 2011, passed by the Hon'ble High Court of Judicature at Bombay in the aforesaid Writ Petition.
- (ix) Photocopy of Certificate dated 7 December 2011, issued by the Taluqa Bilewada.
- (x) Search Report dated 19 December 2011 issued by Mr. Kaver Maheshwar in respect of search conducted in the Registrar of Companies.
- (xi) Search Report dated 20 December 2011 issued by Mr. Akil Jagtap, in respect of the said Property.

2. Past History

On perusal of the aforesaid documents and from the information furnished to us, we observe as follows:-

- a. It appears that originally, Group Grampanchayat Bilewad (said Grampanchayat) was owner of land bearing Survey No. 77 admeasuring 20 Acres 1 Guntha situated at Village Bilewada, Taluka Thana, Dist. of Thana ('the said Land').
- b. From Mutation Entry No.114 dated 12 October 1962, it appears that as per Resolution bearing no. 5369/67 dated 17 May 1960 passed by the then Government of Bombay, the said Land was declared as 'fragmented land'. Accordingly, remarks of 'fragment' was recorded in the other rights column of the record of rights of the said Land. The T12 extract of the said Property for the year 2003-2004 reflects this Mutation Entry No.114, whereas the T12 extract of the said Property for the year 2011/2012 erroneously does not reflect this Mutation Entry No.114.
- c. The T12 extract of the said Property erroneously reflects Mutation Entry No.168 instead and in place of Mutation Entry No.168, the Taluqa Bilewada has issued Certificate dated 7 December 2011 stating that due to heavy water logging that occurred on 26 July 2005, all the village records were destroyed. It is also stated under the said Certificate dated 7 December 2011 that the Books of Records containing Mutation Entry No. 168 was also soaked and the said Mutation Entry No.168 had become illegible and true copy of the said Mutation Entry no. 168 cannot be produced.

d. By a Sale Deed dated 9 April, 1962, the said Grampranshaya, through its Deputy Sarpanch, Mr. Motiram Rama Badakar sold, transferred and conveyed the said Land to The Premier Automobiles, Limited (PAL) and on the terms and conditions stated therein. The said Sale Deed dated 9 April 1962 is registered with the Sub-Registrar of Assurances, Thane under serial no. 360/1962. Appropriate Mutation Entry No.169 was recorded and name of PAL was mutated as owner in the record of rights of the said Land. We have examined the previous sanction in this behalf was obtained from the Collector/Chief Executive Officer, pursuant to the provisions of the Bombay Village Panchayats Act, 1958. The Certificate dated 7 December 2011 issued by the Talathi of Village Belavade stating that due to the heavy water logging that occurred on 28 July 2009 all the village records were destroyed. It is also stated under the said Certificate dated 7 December 2011 that the Books of Records containing Mutation Entry No. 169 was also soaked and the said Mutation Entry No. 169 had become illegible and thus copy of the said Mutation Entry No. 169 cannot be provided.

e. On perusal of the said Sale Deed dated 9 April 1962, it appears that-

- (i) the said Property is "guchhera" grazing land
- (ii) prior to sale of the said Land to PAL, the said Grampranshaya had obtained order bearing no. RESUBFY5/7400 dated 9 March 1962 from the Collector of Thane under Section 55 of the Bombay Village Panchayats Act, 1958. It is stated under the said order dated 9 March 1962 that (i) the said Land was to be used for industrial purpose only, (ii) the said Land cannot be sold, transferred, mortgaged, leased or encumbered in any manner whatsoever by PAL without prior written permission of the Collector and (iii) on breach of the terms and conditions of the said order dated 9 March 1962, the said order shall be liable to be cancelled.

We have not been provided with copy of the said order dated 9 March 1962. The G.T.2 issued for the year 2011-2012 pertaining to the said Property reflects the nature of the said Property as "new tenure".

f. From Mutation Entry No. 244 dated 28 December 1978, it appears that the Maharashtra Weights and Measurements (Enforcement) Act, 1956 and Indian Cottage Act, 1957 was implemented for the said Land. Pursuant thereto, the

area of the said Land was converted from 25 Acres 1 Danda to 6 Hectare 10 Ares (i.e. the said Property).

- a. By an order bearing no. RM/MNP/SEM/21 dated 6 June 1971 read with order dated 14 April 1972 both passed by the Collector, Thane under Section 42 read with Section 44 of Maharashtra Land Revenue Code 1958 ("MLRC"), permission has been granted by the Collector, Thane to convert the usage of the said Land from agricultural purpose to non-agricultural purpose specifically for the industrial purpose and on the terms and conditions contained therein. Certain essential terms and conditions of the order are reproduced hereunder:-
- (i) Land can be used only for the purpose for which it is granted and not for any other purpose;
 - (ii) To obtain prior permission from the Collector for commencing any further construction on land;
 - (iii) Occupant shall begin NA use of the land within one year;
 - (iv) prohibited to change the usage of the land;
 - (v) PNL shall pay an amount equal to 50% of the market value, less 20 times the assessment already paid, in respect of said Land for putting the said Land to NA use.
- b. By an order bearing no. ULC/ULL/03/SR-020, dated 10 July 1976, passed by the Competent Authority, Uthamagar Urban Agglomeration under Section 8 (4) of Urban Land (Ceiling and Regulation) Act, 1976 ("ULC Act"), it appears that the said Property was declared as surplus and was directed to be returned.
- c. By an Agreement dated 19 September 1984 made and entered into between PNL of the One Part and the Executive Engineer, Maharashtra Water Supply and Sewerage Project ("MWSSP") of the Other Part, PNL granted permission to MWSSP to lay 150 mm dia D.C. pipe line across the said Property on the terms and conditions mentioned therein. Some of the conditions are as follows:-
- (i) the underground pipe line shall be laid at the depth of atleast 3.75 meter below the level of the ground;
 - (ii) PNL shall not construct any structure on the said pipe line;
 - (iii) On the failure of MWSSP to observe any of the conditions of the said Agreement dated 19 September 1984, PNL shall be at liberty to cancel the said Agreement dated 19 September 1984 and if necessary to

remove the said pipeline within one month's notice and MWSSP shall be held liable for the expenses so incurred by PAL.

- (b) If MWSSP violates any of the terms and conditions of the said Agreement dated 19 September 1984, PAL shall be at all times be at a liberty to terminate the said Agreement dated 19 September 1984 by giving three months notice to MWSSP and MWSSP shall not be entitled to any compensation on account of such termination.

We are not aware as to whether any compensation is paid by MWSSP to PAL.

- (c) By an order bearing no. AOL-105 (1) 1073/00-XX, dated 12 January 1984, passed by Under Secretary, Housing and Special Assistance Department, Government of Maharashtra, it appears that land admeasuring 8,67,470 sq. mtrs. situated at Villages Usarghor, Sondap, Betavada and Bhopar (exempted land) owned by PAL was exempted under Section 20 of the ULC Act for construction of test track, for testing of constructs, etc and for forestry, on the terms and conditions mentioned therein. Out of the said exempted land, a portion of land admeasuring 7,71,407 sq. mtrs. is to be used for test track and the balance land admeasuring 96,063 sq. mtrs. for forestry. As per the said order dated 12 January 1984, prior permission of the State Government is required to be obtained, if PAL transfers the said exempted land to any person or third party by way of sale, lease, mortgage or otherwise. We are not aware of the survey numbers comprising of the said exempted land and whether the said Property was included in the exempted land as we did not have access to the exemption application. However, for the purpose of this Certificate relating to Title, we have assumed that the said Property is exempted under the aforesaid order dated 12 January 1984.
8. From the letter dated 19 September 1988 addressed by Deputy Secretary, Maharashtra State to PAL, it appears that PAL was allowed to use exempted land for industrial purpose subject to payment of 15% of market value of the said exempted land as transfer fee to the Government of Maharashtra. We have been informed that the transfer fee has not been paid by PAL.
9. From Mutation Entry No. 325 dated 12 February 2004, it appears that though order granting permission for non-agricultural use was already issued, the same remained to be recorded in the record of rights of the said Property as per the provisions of Maharashtra Land Revenue Code, 1966 and hence, vide Taluk order bearing no.11204 dated 11 February 2004, a remark of "non-agricultural

land" was recorded in the journal of rights of the said Property. The 3/12 extract of the said Property for the year 2003-2004 reflects this Mutation Entry No.326, whereas the 3/12 extract of the said Property for the year 2011-2012 erroneously does not reflect this Mutation Entry No.326.

- iv. From Mutation Entry No. 326 dated 15 April 2004, it appears that as per order of the Assistant Sales Tax Commissioner, A-10 bearing no. 4000705H1 dated 6 April 2004 and a copy of the Tahsildar, Thane bearing no. Revenue Cell-VI T/3/SR/495 dated 15 April 2004, an attachment for recovering the outstanding Sales Tax of the sum of Rs.15,98,15,785/- (Rupees FORTY FIVE Crores NINETY EIGHT LAKHS EIGHTEEN THOUSAND THREE HUNDRED AND FIFTY FIVE ONLY) was recorded in the other rights column of the record of rights of the said Property. We have not been provided with copy of orders dated 6 April 2004 and 15 April 2004. The said attachment was subsequently removed as stated in paragraph 2(i) hereinafter.
- v. From Certificate of Incorporation (incorporation on change of name) dated 25 March 2005 issued by Registrar of Companies, Maharashtra, Mumbai, it appears that name of PML was changed to Premier Limited. The filed of change of name is not recorded in the record of rights and therefore the 3/12 extract of said Property still reflects name of PML as the owner of the said Property.
- vi. By an Indenture of Mortgage dated 17 December 2005 executed by Premier Limited in favour of SIDCOM Limited (SIDCOM) and Housing Development Finance Corporation Limited (HDFC) read with Indenture of Additional Security dated 19 December 2005 executed by Premier Limited in favour of SIDCOM Premier Limited has mortgaged the said Property for repayment of loans availed by it from SIDCOM and HDFC and on the terms and conditions contained therein. The said Indenture of Mortgage dated 17 December 2005 is registered with the Sub-Registrar of Assurances, Haveli No. 6 under serial no. 92/MC/2005 and the Indenture of Additional Security dated 19 December 2005 is registered with the Sub-Registrar of Assurances, Kalyan-1, under serial No. 762B/2005.
- vii. By an Indenture of Mortgage dated 4 May 2006 executed by Premier Limited in favour of SIDCOM read with Indenture of Additional Security dated 6 May 2006 executed by Premier Limited in favour of SIDCOM Premier Limited has mortgaged the said Property for repayment of loans availed by it from SIDCOM and on the terms and conditions more particularly mentioned therein. The said Indenture of Mortgage dated 4 May 2006, is registered with the Sub-Registrar of

Assurances, Haveli No. 5 under serial No. 3791/2006 and the Indenture of Additional Security dated 5 May 2006 is registered with the Sub-Registrar of Assurances, Rajyari-1, under serial No. 2155/2006.

- g. Re: a Joint Indenture of Mortgage dated 9 October 2006 executed by Premier Limited in favour of SICCIM and HDFC with Indenture of Additional security dated 5 October, 2006 executed by Premier Limited in favour of SICCIM, Premier Limited has mortgaged the said Property for repayment of loans availed by it from SICCIM and HDFC and on the terms and conditions contained therein. The said Joint Indenture of Mortgage dated 9 October 2006 is registered with the Sub-Registrar of Assurances, Haveli, under serial No. 7354/2006 and the said Indenture of Additional Security dated 9 October 2006 is registered with the Sub-Registrar of Documents, Rajyari-1, under serial no. 2704 of 2006.
- h. From Mutation Entry No. 230 dated 17 July 2005, it appears that vide a letter of the Assistant Sales Tax Commissioner (A-10), Chhatkopa dated 4 May 2006 and Taluk order bearing no. FWR79094/women Cell No. 1413/women/9.24 dated 1 July 2006, the attachment by the Government of Maharashtra, Sales Tax Commissioner provided vide order of the Assistant Sales Tax Commissioner, A-10 bearing no. 4000705/1 dated 9 April 2004 and order of the Tehsildar, Thane bearing no. Revenue Cell-10 T-3/SRA-66 dated 15 April 2004 for the sum of Rs.45,98,16,995 (Rupees Forty Five Crores Ninety Eight Lacs Eighteen Thousand Three Hundred and Ninety Five Only) was removed. Accordingly, the attachment of Government of Maharashtra, Sales Tax Commissioner was removed from the other rights column of the record of rights of the said Property. We have not been provided with copy of letter dated 4 May 2006 and the order dated 1 July 2006.
- i. As per Resolution bearing no. 11 G 10701 N 222/ULGA 2 dated 26 November 2007 of the Government of Maharashtra, it has been noted that permission for transfer of the land exempted under Section 20 of the UDC Act 1946, which was earlier exempted as vacant land in excess, falling in Industrial Zone of Thane Urban Agglomeration, can be granted on payment of 100% of the market value of such land as transfer fee, to the Government of Maharashtra. The said resolution further notifies that if such exempted land falling in industrial zone is to be utilized for residential purpose then such transfer fee should be equivalent to the valuation of such land as per prevailing ready reckoner rates.

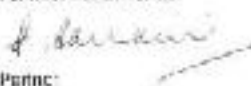
- L. By a Deed of Mortgage dated 20 May 2009 executed by Premier Limited in favour of HDFC, Premier Limited has mortgaged the said Property for repayment of the loan availed by it from HDFC and on the terms and conditions contained therein. The said Deed of Mortgage is registered with the Sub-Registrar of Assurances under serial no.2549 of 2009.
- M. A Letter of Credit facility of Rs.20,00,00,000/- (Rupees Twenty Crores Only) was availed by Premier Limited from Federal Bank Limited for which a charge was created against the said Property recorded in the Memorandum of Entry dated 20 January 2010.
- N. By an unregistered Agreement dated 21 July 2010, SICOM had agreed to grant financial assistance by way of Inter Concrete Deposit in the nature of Revolving Short Term Loan for a tenure of six months for the sum of Rs.10,00,00,000/- (Rupees Ten Crores Only) to Premier Limited on terms and conditions more particularly mentioned therein. We are not aware whether the financial assistance of Rs.16,00,00,000/- (Rupees Sixteen Crores Only) was sanctioned and disbursed to Premier Limited.
- O. By an Indenture of Mortgage dated 29 September 2010 executed by Premier Limited in favour of HDFC, Premier Limited has mortgaged the said Property for repayment of loans availed by it from HDFC and on the terms and conditions contained therein. The said Indenture of Mortgage dated 29 September 2010 is registered with the Sub-Registrar of Assurances, Katyar-2, under serial no. 11950/2010.
- P. By a notification bearing no.S.O.544(D) dated 22 March 2011 issued by the Ministry of Railways and published in the Gazette of India, Extraordinary, Part II, Section 3, sub-section (i) dated 29 March 2011 (passed under sub-section 1 of section 23A of the Railways Act 1969) a portion of land bearing Survey No.77 commencing 2:1447 Hojams is proposed to be acquired by the Government for the purpose of execution, maintenance, management and operation of Special Railway Project namely Dedicated Freight Corridor Corporation of India Limited (DFCC). The notification invited objections, in respect thereof from the interested persons within 30 days of its publication in the Official Gazette (hereinafter referred to as the "said Railway Acquisition"). By a letter dated 5 August, 2011 read with letter dated 9 September 2011, Premier Limited have filed their objections for the said Railway Acquisition.

- y. By a letter bearing no. BEVVP/PHD dated 13 May 2011 addressed by The Federal Bank Limited to Premier Limited, the Federal Bank Limited has confirmed releasing its charge mortgage against the said Property.
- z. By an Indenture of Mortgage dated 1 June, 2011 executed by Premier Limited in favour of SICOI, Premier Limited has mortgaged the said Property for repayment of loans availed by it from SICOI and on the terms and conditions contained therein. The said Indenture of Mortgage dated 1 June, 2011, is registered with the Sub-Registrar of Assurances, Katra-2, under serial no. 6695/2011.
- aa. Premier Limited has filed Writ Petition No. 3701 of 2011 in the High Court of Judicature at Bombay, against the State of Maharashtra and O.S., challenging the applicability of the U.C. Act to the said Property, thereby seeking a declaration that the U.C. Act does not apply to the said Property, and for other reliefs as prayed therein. The Hon'ble High Court by an Order dated 22 November 2011 has admitted the said Petition and the same is pending.
- bb. Vide two letters both dated 11 October 2011 issued by SICOI, SICOI has confirmed that the principal outstanding as on 30 September 2011 is (i) Rs.50,00,00,000/- (Rupees Fifty Crores Only) against the loan account no. RC25B, (ii) Rs.2,00,00,000/- (Rupees Two Crores Only) against the loan account no. FD554, (i) Rs.1,00,00,000/- (Rupees One Crore Sixty Lakhs Only) against the loan account no. F2281 and (iv) Rs.50,00,000/- (Rupees Fifty Lakhs Only) against the loan account no. F0661 thus aggregating to Rs.54,10,00,000/- (Rupees Fifty Four Crores Ten Lakhs Only). Similarly vide a letter dated 12 October 2011 issued by HDFC, HDFC has confirmed that the total outstanding amount as on 30 September 2011 is Rs.25,50,00,000/- (Rupees Twenty Five Crores Only).
- cc. Form 7/12 extract for the year 2011-2012 issued on 3 January 2012, it appears that restriction is imposed by the Government that the said Property cannot be transferred without prior permission of the Government as the land is exempted for industrial purposes and the same has been recorded in the record of rights of the said Property. The aforesaid seems to have been recorded vide Mutation Entry No.434, but we have not been provided with copy of Mutation Entry No.434.
- dd. The said Property is converted to non-agricultural use (for industrial use only).

- ee. We have been informed that Sandap-Dira Road having width of approximately 10 meters passes through the said Property.
 - ff. To investigate title of Premier Limited to the said Property, public notices were published by us in newspapers "Hindustan Times" and "Navshakti" both dated 21 November 2011, Mumbai Edition, calling for objections, if any. In pursuance to the said public notices, we have not received any objection, till date.
 - gg. Mr. Anand Maheshwari, Advocate, has carried out search in records of Register of Companies and as per his Report dated 13 December 2011, charge of SIOOM and HDPC in respect of the said Property is recorded.
 - hh. Mr. Nilesh Jagtap, Advocate, has carried out search of the Index-II registers maintained with the Sub-Registrar Offices at Kalyan with respect to the said Property and he has submitted his Search Report dated 20 December 2011.
 - i. The issues mentioned above are required to be sorted out to make the said Property free, clear and marketable.
5. Subject to what is stated herein above, in our opinion, Premier Limited is the owner of the said Property and has free, clear and marketable title to the said Property.
4. **General**
- a. We have not visited the site on which the said Property is situated.
 - b. We express no view about the zoning/uses/reservations/FSI or developability of said Property as the same is within the scope of an architect's review.
 - c. This Certificate relating to Title is limited to the matters pertaining to Indian Law (as on the date of this Certificate relating to Title) alone and we express no opinion on laws of any other jurisdiction.

Dated this 20th day of June, 2012

For Mr. Harani & Co.



Partner: