



To,  
Horizon Projects Private Limited,  
Runwal & Omkar Esquare,  
5<sup>th</sup> floor, Eastern Express Highway,  
Opp. Sion Churchhali Signal,  
Sion (East), Mumbai - 400 022.

**CERTIFICATE RELATING TO TITLE**

**Re:** All that piece and parcel of non agricultural land and ground admeasuring 10 Hectares 59 Ares carved out of land Survey No. 83 admeasuring 11 Hectares 79 Ares situated at Village Usarghar, within the limits of Group Grampanchayat Katali, Taluka Kalyan, District Thane (hereinafter referred to as "the said Property No.1"),

All that piece and parcel of non agricultural land and ground bearing Survey No. 109 admeasuring 9 Hectares 32 Ares situated at Village Usarghar, within the limits of Group Grampanchayat Katali, Taluka Kalyan, 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 perused the following documents (originals and / or copies as stated below, and have relied upon the contents being true and correct):-

- (i) Certified copy of 7/12 extract for the year 2010-2011 issued on 13 March 2012, in respect of the said Property No.1;
- (ii) Certified copy of 7/12 extract for the year 2010 to 2012 issued on 7 January 2012, in respect of the said Property No.2;
- (iii) Photocopy of Mutation Entries:-  

In respect of the said Property No.1.	438, 453, 41/493, 888, 897, 902, 903, 909, 913, 914, 921 and 1054;
In respect of the said Property No.2:	439, 452, 41/491, 897, 902, 903, 909, 913, 914, 921 and 1054;
- (iv) Original order dated 9 March 1962, bearing No. RB/WLBP.PSR/2404 passed by the Collector, Thane under Section 55 of the Bombay Village Panchayat Act, 1958;

- (v) Certified copy of Sale Deed dated 27 March 1962 made and entered into between Group Grampanchayat, Kalai through its Sarpanch, Mr. Saksharam Ganpat Patil of the One Part and The Premier Automobiles Limited of the Other Part registered with the office of Sub-Registrar of Assurances, Kalyan under serial no.355 of 1962;
- (vi) Original order dated 5 June 1971 passed by the Additional Collector, Thane under Section 42 Maharashtra Land Revenue Code, 1966;
- (vii) Original order dated 14 April 1972 bearing no. RB/W/NAH/SR4/77 passed by the Additional Collector, Thane under Section 44 of Maharashtra Land Revenue Code 1966;
- (viii) Photocopy of order bearing no. ULC/ULL/3(S)SR-850, dated 15 July 1978 passed by the Competent Authority, Ulhasnagar Urban Agglomeration under Section 8(4) of the Urban Land (Ceiling and Regulation) Act, 1976;
- (ix) Photocopy of order dated 13 January 1964 bearing no. AOL-1091/(1073)D-XV passed by Under Secretary, Housing and Special Assistance Department, Government of Maharashtra under Section 20 (1) (a) of the Urban Land Ceiling Act 1976;
- (x) Photocopy of unregistered Deed of Conveyance dated 27 May 1986 made and entered into between PAL of the One Part and PAL Peugeot Limited of the Other Part;
- (xi) Photocopy of letter dated 15 September 1993 of Deputy Secretary, Maharashtra State addressed to The Premier Automobiles Limited;
- (xii) Photocopy of letter bearing No 1027A dated 30 December 2004 of Sub-Divisional Officer, Thane Division, Thane addressed to Tansidar, Kalyan;
- (xiii) Photocopy of Certificate of Incorporation (consequent on change of name) dated 28 March 2005 issued by Registrar of Companies, Maharashtra, Mumbai;
- (xiv) Photocopy of letter dated 27 June 2005 of Sub-Divisional Officer, Thane Division, addressed to The Premier Automobiles Limited;

- (xiv) Photocopy of Indenture of Mortgage dated 17 December 2005, registered with the Sub-Registrar of Assurances, Haveli No. 5, under Serial No. 9204/2005 executed by Premier Limited in favour of SICOM Limited and Housing Development and Finance Corporation Limited;
- (xv) Photocopy of Indenture of Additional Security dated 19 December 2005, registered with the Sub-Registrar of Assurances, Kalyan-1 under Serial No. 7626/2005 executed by Premier Limited in favour of SICOM Limited;
- (xvi) Photocopy of order dated 27 December 2005 passed by the Deputy Collector in the RTS/Appeal/Case No. 82A of 2005;
- (xvii) Photocopy of Indenture of Mortgage dated 4 May 2006, registered with the Sub-Registrar of Assurances, Haveli No. 5, under Serial No. 3791/2006 executed by Premier Limited in favour of SICOM Limited;
- (xviii) Photocopy of Indenture of Additional Security dated 6 May 2006, registered with the Sub-Registrar of Assurances, Kalyan-4 under Serial No. 2155/2005 executed by Premier Limited in favour of SICOM Limited;
- (xix) Photocopy of Joint Indenture of Mortgage dated 6 October 2006, registered with the Sub-Registrar of Assurances, Haveli No. 5, under Serial No. 7864/2006 executed by Premier Limited in favour of SICOM Limited and Housing Development and Finance Corporation Limited;
- (xx) Photocopy of Indenture of Additional Security dated 9 October 2006 registered with the Sub-Registrar of Assurances, Kalyan-4 under serial no. 4764 of 2006 executed by Premier Limited in favour of SICOM Limited;
- (xxi) Photocopy of judgment and order dated 18 October 2006 passed by the Sub-Divisional Officer, Thane Division in Appeal Nus.TD/2/Land/NAP/SR/307 to 313 of 2006;
- (xxii) Photocopy of certain papers in RTS Appeal/Case No. 5 of 2007 filed by Premier Limited before the Tahsildar;
- (xxiii) Photocopy of order dated 3 September 2007 passed by the Tahsildar, Kalyan in RTS Appeal/Case No. 5 of 2007.

- (xxiv) Photocopy of Resolution bearing no. U.C-1007/C N 222/ULCA-2 dated 23 November 2007 of Government of Maharashtra;
- (xxv) Photocopy of certain papers in RTS Appeal No. 604 of 2008 filed by Premier Limited before the Sub-Divisional Officer, Thane Division Thane;
- (xxvi) Photocopy of order dated 17 April 2009 passed by the Sub-Divisional Officer, Thane Division, in RTS Appeal No. 604 of 2008;
- (xxvii) Photocopy of RTS Appeal No. 80 of 2008 filed by Premier Limited before the Deputy Collector (Appeals), Thane;
- (xxviii) 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 and Finance Corporation Limited;
- (xxix) Photocopy of Memorandum of Entry dated 20 January 2010 executed by Premier Limited in favour of The Federal Bank Limited;
- (xxx) Photocopy of an unregistered Agreement dated 21 July 2010 executed between SICOM Limited and Premier Limited with regards to the sanction of Inter Corporate Deposit in the form of Short Term Loan;
- (xxxi) 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. 11390/2010 executed by Premier Limited in favour of Housing Development and Finance Corporation Limited;
- (xxxii) Photocopy of order dated 15 February 2011 passed by the Deputy Collector (Appeals), Thane in RTS Appeal No. 80 of 2008;
- (xxxiii) 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 (i) dated 29 March 2011 passed under sub-section 1 of section 20A of the Railways Act 1989;
- (xxxiv) Photocopy of letter bearing No. BRYA/PL/HD dated 13 May 2011 addressed by The Federal Bank Limited to Premier Limited;

- (xxxv) Photocopy of Instrument of Mortgage dated 1 June, 2011 registered with the Sub-Registrar of Assurances, Kalyan-2 under serial no.6596/2011 executed by Premier Limited in favour of SICOM Limited;
- (xxxvi) Photocopy of two letters both dated 11 October 2011 addressed by SICOM Limited to Premier Limited;
- (xxxvii) Photocopy of letter dated 12 October 2011 addressed by Housing Development and Finance Corporation Limited to Premier Limited;
- (xxxviii) Photocopy of certain papers in Revision Application No. 206 of 2011 filed by Premier Limited before the Hon'ble Additional Commissioner, Konkan Division, Mumbai;
- (xxxix) Photocopy of two letters both dated 11 October 2011 addressed by SICOM Limited to Premier Limited;
- (xl) Photocopy of letter dated 12 October 2011 addressed by Housing Development and Finance Corporation Limited to Premier Limited;
- (xli) Photocopy of Writ Petition No. 5701 of 2011 filed by Premier Limited before the Hon'ble High Court of Judicature at Bombay;
- (xlii) Photocopy of order dated 22 November 2011 passed by the Hon'ble High Court of Judicature at Bombay in the aforesaid Writ Petition;
- (xliii) Search Report dated 19 December, 2011 issued by Mr. Navin Maheshwari, in respect of search conducted in the Registrar of Companies;
- (xliv) Search Reports dated 1 January 2012 issued by Mr. Nilir Jagtap, in respect of the said Property;
- (xlv) Photocopy of a letter dated 3 February 2012 issued by Talathi, Bhopar;
- (xlvi) Order dated 17 February 2012 passed by the Hon'ble Additional Commissioner, Konkan Division.

**2. Brief History:**

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

- a. On or before 1962, Group Grampanchayat Katal ('Grampanchayat') was owner of lands bearing (i) Survey No. 93 admeasuring 29 Acres 5 Gunthas ('said Land No.1') and (ii) Survey No. 106 admeasuring 23 Acres 1 Guntha ('said Land No.2') situated at Village Usarghar, Taluka Kalyan, District Thane. ('the said Land No.1' and 'the said Land No.2' are hereinafter collectively referred to as 'the said Lands').
- b. Vide an order bearing no. RBL/BPSH/2404, dated 9 March 1962 passed by Collector of Thane, under Section 55 of the Bombay Village Panchayat Act, 1958, permission was granted to the Grampanchayat to sell and transfer the said Lands to The Premier Automobiles Limited ('PAL') and on the terms and conditions contained therein. As per the said order dated 9 March 1962, the said Lands were to be used for industrial purpose and cannot be sold, transferred, mortgaged, leased or encumbered in any manner whatsoever by PAL without prior written permission of the Collector. On breach of the terms and conditions of the said order dated 9 March 1962, the order shall be liable to be cancelled. The said order dated 9 March 1962 reflects area of (i) the said Land No.1 as 29 Acres instead and in place of 29 Acres 5 Gunthas and (ii) the said Land No.2 as 23 Acres instead and in place of 23 Acres 1 Gunthas. We have not been furnished with the complete and legible copy of the order dated 9 March 1962.
- c. Pursuant to aforementioned order dated 9 March 1962, the Grampanchayat through its Sarpanch, Mr. Sakharan Ganpat Patil sold, transferred and conveyed the said Lands to PAL vide Sale Deed dated 27 March 1962 and on the terms and conditions contained therein. The said Sale Deed dated 27 March 1962 is registered with the Sub-Registrar of Assurances, Kalyan under serial no. 355/1962. Accordingly, Mutation Entry No. 41/493 dated 21 November 1962 was recorded and name of PAL was mutated as owner in the record of rights of the said Lands. On perusal of the said Sale Deed dated 27 March 1962, it appears that the said Lands are 'gucharan' (grazing land). The 7/12 extract of the said Land No.2 erroneously reflects Mutation Entry No.41/491 instead and in place of 41/493.
- d. From Mutation Entry No. 439 dated 16 April 1971, it appears that the Maharashtra Weights and Measurements (Enforcement Act) 1958 and Indian Coinage Act, 1957 was implemented for the said Lands. Pursuant thereto, the area of the said Lands bearing (i) Survey No. 93 was converted from 29 Acres 5 Gunthas to 11 Hectares 79

Ares and (ii) Survey No. 109 admeasuring 23 Ares 1 Guntha was converted to 9 Hectare 32 Ares (i.e. the said Property No 2).

- e. The 7/12 extract of the said Property No.2 reflects Mutation Entry No.452. A letter dated 3 February 2012 is issued by Talathi, confirming that Mutation Entry No.452 is not available in the revenue records.
- f. The 7/12 extracts of the said Property No.1 reflects Mutation Entry No.453. A letter dated 3 February 2012 is issued by Talathi, confirming that Mutation Entry No.453 is not available in the revenue records.
- g. By an order bearing no. RB/W/NAH/SRM/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 1966 ("MLRC"), the said Land No.1 and the said Property No. 2 has been converted from agricultural land to non-agricultural use and specifically for the industrial use and on the terms and conditions contained therein. Certain essential terms and conditions reproduced hereinbelow:-
  - (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.
- h. By an order bearing no. ULC/ULL/8(3)/SR-850, dated 15 July 1978, passed by the Competent Authority, Ulhasnagar Urban Agglomeration under Section 8 (4) of Urban Land (Ceiling and Regulation) Act, 1976 ("ULC Act"), it appears that Survey No. 83 and the said Property No. 2 were declared as surplus and were directed to be surrendered.
- i. By an order bearing no. AOL-1061/(1073)/D-XV dated 13 January 1984, passed by Under Secretary, Housing and Special Assistance Department, Government of Maharashtra, it appears that land admeasuring 0,67,470 sq. mtrs. situated at Villages Usarghar, Sandap, Betavade and Bhoisar ("exempted land") owned by PAL 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 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 13 January 1994, prior permission of the State Government is required to be obtained, if PAL transfers the said exempted land to any person or party by way of sale, lease, mortgage or otherwise. We are not aware of the survey numbers comprising of the said 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 Land and the said Property No.2 is exempted under the aforesaid order dated 13 January 1994.

- j. By a Deed of Conveyance dated 27 May 1996 made and entered into between PAL, therein referred to as the Vendor of the One Part and PAL Peugeot Limited (formerly known as Kalyan Motors Company Private Limited / Kalyan Motors Company Limited), therein referred to as the Purchaser of the Other Part and registered with the Sub-Registrar of Assurances at Kalyan under serial no.1553 of 1996, PAL, sold, transferred and conveyed a portion of the said Land No.1 admeasuring 3 Acres (i.e. 1 Hectare 20 Ares) to Pal Peugeot Limited and on the terms and conditions contained therein and the balance portion of the said Land No.1 admeasuring 10 Hectares 59 Ares (i.e. the said Property No.1) was retained by PAL. Accordingly, vide Mutation Entry No. 689 dated 20 December 1996, name of PAL Peugeot Limited was recorded as owner in respect thereof, in the record of rights.
- k. From the letter dated 15 September 1998 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.
- l. From Mutation Entry No. 897 dated 3 March 2003, it appears that as per order of the Assistant Sales Tax Commissioner bearing no. J.S.V.C (Funds)/A-10/Recovery/Premier B-84 dated 29 June 2001 and Taka order bearing no. T-10 K.V. 573 dated 10 July 2001, the said Property was attached for recovering a sum of Rs.15,02,57,980/- (Rupees Fifteen Crores Two Lakhs Fifty Seven Thousand Nine Hundred Eighty Only) by the Sales Tax Department and a further restriction was imposed that no sale or purchase transaction relating to the said Property shall be entered into without the permission of the Commissioner of Sales Tax Maharashtra. Accordingly, an attachment of the Sales Tax Department 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 29 June 2001 and 16 July 2001.

- m. From Mutation Entry No. 802 dated 22 March 2004, it appears that as per order of the Tahsildar bearing no. T-1/K.V. 180 dated 22 March 2004, the attachment of the Sales Tax Department for recovering the sum of Rs.15,02,57,980/- (Rupees Fifteen Crores Two Lakhs Fifty Seven Thousand Nine Hundred Eighty Only) was removed from the records of rights of the said Property. We have not been provided with copy of order dated 22 March 2004 or the underlying order of Sales Tax Department revoking the attachment.
- n. From Mutation Entry No. 803 dated 13 April 2004, it appears that as per order of the Assistant Sales Tax Commissioner, A-10 bearing no. 400070/S/1 dated 6 April 2004 and Taluka order bearing no. T-10/571 dated 13 April 2004, an attachment for recovering the outstanding Sales Tax of a sum of Rs.45,98,18,395/- (Rupees Forty Five Crores Ninety Eight Lakhs Eighteen Thousand Three Hundred 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 13 April 2004. The aforesaid attachment was subsequently removed as stated in paragraph (v) hereinafter.
- o. Vide letter bearing no.1027A dated 30 December 2004, the Sub-Divisional Officer, directed Tahsildar to record the tenure of the said Property as 'Class-II occupancy' (i.e. new tenure). Vide letter dated 10 January 2005, Tahsildar issued directions to the Talathi to record tenure of the said Property as 'occupant class-II' (viz. new tenure) and accordingly, vide Mutation Entry No.809 dated 12 January 2005, the change in tenure of the said Property was reflected in the respective 7/12 extracts of the said Property.
- p. From Certificate of Incorporation (consequent on change of name) dated 28 March 2005 issued by Registrar of Companies, Maharashtra, Mumbai, it appears that name of PAL was changed to Premier Limited. The effect of change of name is not recorded in the record of rights and therefore the 7/12 extracts of the said Property still reflect name of PAL as the owner of the said Property.
- q. By a letter dated 27 June 2006 of Sub-Divisional Officer, the Sub-Divisional Officer confirmed that the said Property is 'Class-II occupancy' land.

- r. Premier Limited filed a RTS/Appeal/Case No.82A of 2005 before Deputy Collector (Appeals), Thane, challenging the directions contained in the aforementioned letter dated 27 June 2005 of Sub-Divisional Officer. The Deputy Collector vide its order dated 27 December 2005 passed in these proceedings dismissed the case on the ground that the letter dated 27 June 2005 of Sub-Divisional Officer, Thane Division is not a quasi-judicial order under Section 247 of MLRC.
- s. By an Indenture of Mortgage dated 17 December 2005 executed by Premier Limited in favour of SICOM Limited ("SICOM") and Housing Development Finance Corporation Limited ("HDFC") *read with* Indenture of Additional Security dated 19 December 2005 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 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. 5 under serial no. 8204/2005 and the Indenture of Additional Security dated 19 December 2005 is registered with the Sub-Registrar of Assurances, Kalyan-1, under serial No. 7626/2005.
- t. By an Indenture of Mortgage dated 4 May 2006 executed by Premier Limited in favour of SICOM *read with* Indenture of Additional Security dated 5 May 2006, 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 Indenture of Mortgage dated 4 May 2006 is registered with the Sub-Registrar of Assurances, Haveli 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. 2155/2006.
- u. By an Joint Indenture of Mortgage dated 6 October 2005 executed by Premier Limited in favour of SICOM and HDFC *read with* Indenture of Additional Security dated 9 October, 2006 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 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, Haveli-5, 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.

- v. From Mutation Entry No. 914 dated 28 November 2006, it appears that as per the order bearing no. RTS/T-10/1303 dated 28 November 2005, the attachment by the Government of Maharashtra, Sales Tax Commissioner (recorded vide an order of the Assistant Sales Tax Commissioner, A 10 bearing no. 400070/S/1 dated 5 April 2004 and Taluka order bearing no. T-10/571 dated 13 April 2004) for the sum of Rs.45,96,18,395/- (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 the order dated 28 November 2006.
- w. PAL filed an Appeal Nos.TD/2/Land/NAP/SR/307 to 313 of 2006 before the Sub-Divisional Officer, Thane Division, challenging the Mutation Entry No. 909 dated 12 January 2005 (based on which tenure of the said Property is changed) in respect of the said Property. The Sub-Divisional Officer vide its common Judgement and Order dated 16 October 2006 read with Rectification Order dated 23 October 2006, partially allowed Appeal Nos.TD/2/Land/NAP/SR/307 to 313 of 2006, with a direction to Tahsildar to re-enquire/re-check the Mutation Entry No.909 and the matter was remanded back to Tahsildar. Accordingly, vide Mutation Entry No. 913 dated 1 November 2006, the remark of 'Class II' was deleted from the record of rights of the said Property.
- x. By an order dated 3 September 2007, Tahsildar, Kalyan (i) confirmed the Mutation Entry No. 909 dated 12 January 2005 and (ii) upheld the directions contained in letter bearing no.1027A dated 30 December 2004. Accordingly, vide Mutation Entry No. 921 dated 17 October 2007, the remark of 'Class II' was once again recorded in the record of rights of the said Property.
- y. As per Resolution bearing no. ULC-1007/C.N.222/ULCA-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 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 rate.

- z. Being aggrieved by the order dated 3 September, 2007, Premier Limited filed RTS Appeal No.604 of 2008 before the Sub-Divisional Officer, Thane Division, inter alia, challenging the order dated 3 September 2007 passed by the Tahsildar. By an order dated 17 April 2008, the Sub-Divisional Officer dismissed RTS Appeal No 604 of 2008 and upheld the order dated 3 September 2007 passed by the Tahsildar.
- aa. Being aggrieved by the order dated 17 April, 2008, Premier Limited preferred RTS Appeal No.60 of 2008 before Deputy Collector (Appeals), Thane, inter alia, challenging the order dated 17 April, 2008 passed by Sub-Divisional Officer, Thane Division.
- bb. 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 loans 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.2649 of 2008.
- cc. 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 the charge was created against the said Property and recorded in the Memorandum of Entry dated 20 January 2010.
- dd. By an unregistered Agreement dated 21 July 2010, SICOM 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 contained 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.
- ee. 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. 1139C/2010.
- ff. The Deputy Collector (Appeals), Thane vice its order dated 15 February 2011 dismissed RTS Appeal No.60 of 2008 and upheld (i) order dated 3 September 2007 passed by Tahsildar and (ii) order dated 17 April 2008 passed by the Sub-Divisional

Officer subject to the clarification given in the judgment regarding occupancy class I, class-II and unearned income.

- gg. By a Notification bearing no.S.O.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 (ii) dated 29 March 2011 (passed under sub-section 1 of section 20A of the Railways Act 1989), a portion of land bearing Survey No.109 admeasuring 1.0566 Hectares is 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 letter dated 9 September 2011, Premier Limited raised/ filed their objections for the said Railway Acquisition.
- hh. By a letter bearing no. BBY/PL/HD 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.
- ii. By an Indenture 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 Indenture of Mortgage dated 1 June, 2011, is registered with the Sub-Registrar Kalyan-2, under serial no. 6995/2011.
- jj. Premier Limited filed a Revision Application No. 208 of 2011 before the Hon'ble Additional Commissioner, Konkan Division, Mumbai under Section 257 of the MLRC, challenging (i) order dated 15 February 2011 passed by the Dy. Collector (Appeals), Thane, (ii) order dated 17 April 2008 passed by the Sub-Divisional Officer, Thane Division and (iii) order dated 3 September 2007 passed by Tahsildar.
- kk. By an order dated 17 February 2012 passed by the Hon'ble Additional Commissioner, Konkan Division, the Revision Application No.208 of 2011 of Premier Limited was dismissed and the Order dated 3 September 2007 passed in RTS Case No.5 of 2007 by Tahsildar, Kalyan and the Order dated 17 April 2008 passed in RTS Appeal No.604 of 2008 by the Sub-Divisional Officer were upheld. By the said Order dated 17 February 2012, it was further held that unearned income on transfer of the said Property is required to be paid by PAL.

l. Premier Limited has filed Writ Petition No. 8701 of 2011 before the Hon'ble High Court of Judicature at Bombay against the State of Maharashtra and Ors., challenging the applicability of ULC Act to the said Property, thereby seeking 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.

mm. Vide two letters both dated 11 October 2011 issued by SICOM, SICOM has confirmed that the principal outstanding as on 30 September 2011 is (i) Rs.50,00,00,000/- (Rupees Fifty Crores only) against loan account no. F0296, (ii) Rs.2,00,00,000/- (Rupees Two Crores Only) against loan account no. F0594, (iii) Rs.1,80,00,000/- (Rupees One Crore Sixty Lakhs Only) against loan account no. F0693 and (iv) Rs.50,00,000/- (Rupees Fifty Lakhs Only) against loan account no. F0601 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.25,00,00,000/- (Rupees Twenty Five Crores Only).

nn. From Mutation Entry No.1054 dated 18 November 2011, it appears that vide order dated 3 October 2011 passed in case no. 201/3 by the Government read with order bearing no.ULC/ULN/201/Industrial/324 dated 7 October 2011 passed by the Deputy Collector, restriction imposed by the Government that the said Property cannot be transferred without prior permission of the Government as the land is exempted for industrial purpose and the same has been recorded in the record of rights of the said Property.

oo. We have been informed by TAL that:-

- (a) an underground water pipeline is laid by Maharashtra Water Supply and Sewage Board passes through the said Property No.2,
- (b) Sandap-Diva Road having width of approximately 10 meters passes through the said Property No. 2;
- (c) a portion of the said Property No.2 has been encroached upon by a brick manufacturer by erecting a temporary structure on the said Property No.2. We are not aware of the physical identification of such encroachment.

pp. 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.

qq. Mr. Navin Maheshwari, Advocate, has carried out search in records of Registrar of Companies and as per his Report dated 19 December 2011, charge of SICOM and HDFC in respect of the said Property is recorded.

rr. Mr. Nitin Jagtap, Advocate, has carried out search of the Index-II registers maintained with the Sub-Registrar Offices, Kalyan, with respect to the said Property and he has submitted his Search Reports dated 1 January 2011.

ss. 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 hereinabove, 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/use/reservations/FSM or developability of said Property as the same is within the scope of an architect 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 13<sup>th</sup> day of June, 2012

For M/s. Hartani & Co.

  
Partner