



IC LEGAL

Advocates & Solicitors

21, Commerce House,
Saibab Marg,
Fort, Mumbai 400 023, India.
Telephone: +91 (22) 6140 3500

Title Certificate

Re: ALL THOSE pieces and parcel of freehold land or ground admeasuring 31,911 square yards equivalent to 26,680.79 square meters or thereabouts (24,965.50 square meters as per the Property Registered Card) bearing CTS Nos. 475, 475/1 to 475/11 of Village Mulund, Taluka Kurla (Greater Mumbai) situated in the Registration Sub-District and District of Mumbai City and Mumbai Suburban
And.

ALL THOSE pieces and parcel of freehold land or ground admeasuring 9,043 square yards equivalent to 7,560.86 square meters or thereabouts (9,842.50 square meters as per the Property Registered Cards) bearing CTS Nos. 546, 546/1 and 546/2 of Village Nahur, Taluka Kurla (Greater Mumbai) situate in the Registration Sub-District and District of Mumbai City and Mumbai Suburban.

1. We have investigated the title of Oberoi Constructions Limited (formerly known as Oberoi Construction Private Limited), a company incorporated under the Companies Act, 1956 and having its registered office at Commerz, 3rd Floor, International Business Park, Oberoi Garden City, Off Western Express Highway, Goregaon (East), Mumbai-400 063 (hereinafter referred to as the “Owner”) to the following properties:

- (a) all those pieces and parcel of freehold land or ground admeasuring 31,911 square yards equivalent to 26,680.79 square meters or thereabouts (24,965.50 square meters as per the Property Registered Card) bearing CTS Nos. 475, 475/1 to 475/11 of Village Mulund, Taluka Kurla (Greater Mumbai) situated in the Registration Sub-District and District of Mumbai City and Mumbai Suburban and shown in red colour boundary lines on the plan annexed hereto and marked as **Annexure “1”** and more particularly described firstly in the Schedule hereunder written (hereinafter referred to as the “**First Property**”); and

m

- (b) all those pieces and parcel of freehold land or ground admeasuring 9,043 square yards Equivalent to 7,560.86 square meters or thereabouts (9,842.50 square meters as per the Property Registered Cards) bearing CTS Nos. 546, 546/1 and 546/2 of Village Nahur, Taluka Kurla (Greater Mumbai) situate in the Registration Sub-District and District of Mumbai City and Mumbai Suburban and shown in yellow colour boundary lines on the plan annexed hereto and marked as Annexure "3" and more particularly described secondly in the Schedule hereunder written (hereinafter referred to as the "**Second Property**").

Unless referred to individually, the First Property and the Second Property, are collectively referred to as the "**said Property**".

2. For the purposes of investigation, we (i) caused a public notice to be published in the issues of Nav Shakti dated 9th October, 2014, Free Press Journal dated 9th October, 2014 and Janmabhumi dated 9th October, 2014 (being daily newspapers) inviting objections inter-alia in respect of the said Property and (ii) perused the title deeds and revenue records pertaining to the title of the Owner to the said Property made available to us. On perusal of documents, revenue records, and information given on enquiries, we set out hereafter our understanding of the Owner's title to the said Property.
3. By an Indenture of Conveyance dated 26th March, 1959 made and executed by and between one Ramchandra Vishwanath Acharya and Gajanan Viswanath Acharya (as the co-parceners and the only male members of the joint and undivided Hindu Family) (hereinafter referred to as the "**Original Owners**") of the First Part, Kamalabai, widow of

Vishwanath Sadashiv Acharya (hereinafter referred to as the "said **Kamalabai**") of the Second Part and Burroughs Wellcome & Company (India) Private Limited (hereinafter referred to as "**BWIPL**") of the Third Part and registered with the Sub Registrar of Assurances at Bombay under No. 755 of 1959, the Original Owners did thereby grant, convey and assure unto BWIPL and the said Kamalabai did thereby release, confirm and assure, the said Property at and for the consideration and on the terms and conditions therein specified. The Property Register Cards in respect of the said Property reflects the area as 34,807.80 square meters as against 34,241.65 square meters appearing in the said Indenture of Conveyance.

4. By an order dated 2nd January, 1978 bearing no. ULC/B-126/IC/GAD/5549 (the exemption order) read with Addendum bearing No. ULC/B-126/IC/GAD/5607 dated 19th January, 1978 (the ULCRA Addendum) passed under sec 20(i) of the Urban land (Ceiling and Regulation) Act, 1976 (ULCRA), the Joint Director of Industries (ULC), exempted the said Property and certain other properties held by BWIPL for the purpose of industry upon the terms and conditions therein specified.
5. By a Certificate dated 23rd June, 1984 issued by the Registrar of Companies, the name of Burroughs Wellcome & Company (India) Private Limited was changed to Burroughs Wellcome & Company (India) Limited.
6. By a Certificate dated 24th July, 1984 issued by the Registrar of Companies, Mumbai, the name Burroughs Wellcome & Co.(India) Limited was changed to Burroughs Wellcome (India) Limited ("**BWIL**").

7. By an Order of Amalgamation dated 12th August, 2004 in Company Petition No. 496 of 2004 connected with Company Application No. 155 of 2004, the Hon'ble Bombay High Court sanctioned the Scheme of Amalgamation of BWIL with Glaxosmithkline Pharmaceuticals Limited ("**Glaxo**") pursuant to which the entire undertaking of BWIL as defined therein (including the said Property) stood transferred and vested with Glaxo.
8. By an Order bearing No. C/ULC/D-V/WS-376/2005 dated 31st August, 2005 the Additional Collector of Competent Authority, ULC, Greater Mumbai granted Glaxo permission to sale and transfer the said Property in favour of the Owner herein.
9. By an Indenture of Conveyance dated 26th September, 2005 registered with the Sub Register of Assurances at Kurla under Serial No. BDR13 7891 of 2005 dated 10th October, 2005, Glaxo sold, transferred, conveyed and assured unto the Owner herein, the said Property for the consideration mentioned therein.
10. On 20th December, 2005, the Conservator of Forest, Mumbai, issued a communication/directive to the Tahsildar, stating that the said Property had been recorded as forest in the revenue records, and directed to hand over the said Property to the Forest Department.
11. On 27th July, 2006, the Owner filed a writ petition being Writ Petition No.1957 of 2006 in the Hon'ble High Court at Bombay and challenged inter- alia the Mutation Entry Nos. 5079 and 993 and pencil entry in 7/12 extract.

h

12. By an Order dated 24th March, 2008, the Hon'ble High Court at Bombay dismissed inter-alai the Writ Petition No. 1957 of 2006 filed by the Owner.
13. Against the Order dated 24th March, 2008, the Owner filed a Special Leave Petition being SLP No. 11398/2008 in the Hon'ble Supreme Court of India.
14. On January 30, 2014, the Hon'ble Supreme Court of India delivered its final Judgment inter-alai in Civil Appeal No.1107 of 2014 (Arising out of S.L.P. (C) No.11398 of 2008) and inter-alai allowed all the Appeals and set aside the said Order dated 24th March, 2008, passed by the Hon'ble High Court at Bombay.
15. Against the Judgment dated January, 30th 2014, the State of Maharashtra filed a Review Petition in the Hon'ble Supreme Court of India. However the said Review Petition could not be registered as material defect was not removed by the State of Maharashtra and/or their Advocates.
16. In these circumstances and subject to what is stated hereinabove, we are of the view that the Owner is the owner of the said Property, and its title to the said Property is clear and marketable. We are also of the view that subject to what is stated hereinabove and subject to the plans for construction of the buildings being sanctioned and all approvals being obtained, the Owner shall become entitled to construct the building(s) on the said property and sell the premises therein.

h

**The Schedule Above Referred To:
(being description of the said Property)**

FIRSTLY:

ALL THOSE pieces and parcel of freehold land or ground admeasuring 31,911 square yards equivalent to 26,680.79 square meters or thereabouts (24,965.50 square meters as per the Property Registered Card) bearing CTS Nos. 475, 475/1 to 475/11 of Village Mulund, Taluka Kurla (Greater Mumbai), situated in the Registration Sub-District and District of Mumbai City and Mumbai Suburban and bounded as follows:

On or towards East : By Mumbai-Agra Road/Existing L.B.S Marg;

On or towards West : By Tansa Pipe Line/D.P.Road;

On or towards North : By portions of land bearing CTS No.476 of Village Mulund;

On or towards South : By portions of land bearing City Survey Nos. 545 and 546 of Village Nahur.

SECONDLY:

ALL THOSE pieces and parcel of freehold land or ground admeasuring 9,043 square yards Equivalent to 7,560.86 square meters or thereabouts (9,842.50 square meters as per the Property Registered Cards) bearing CTS Nos. 546, 546/1 and 546/2 of Village Nahur, Taluka Kurla (Greater Mumbai) situate in the Registration Sub-District and District of Mumbai City and Mumbai Suburban and bounded as follows:

On or towards East : By Mumbai-Agra Road/Existing L.B.S Marg;

On or towards West : By Tansa Pipe Line/D.P.Road;

On or towards North: By portion of land bearing CTS No.475 of Village Mulund;

On or towards South: By portions of land bearing CTS No. 544 of Village Nahur.

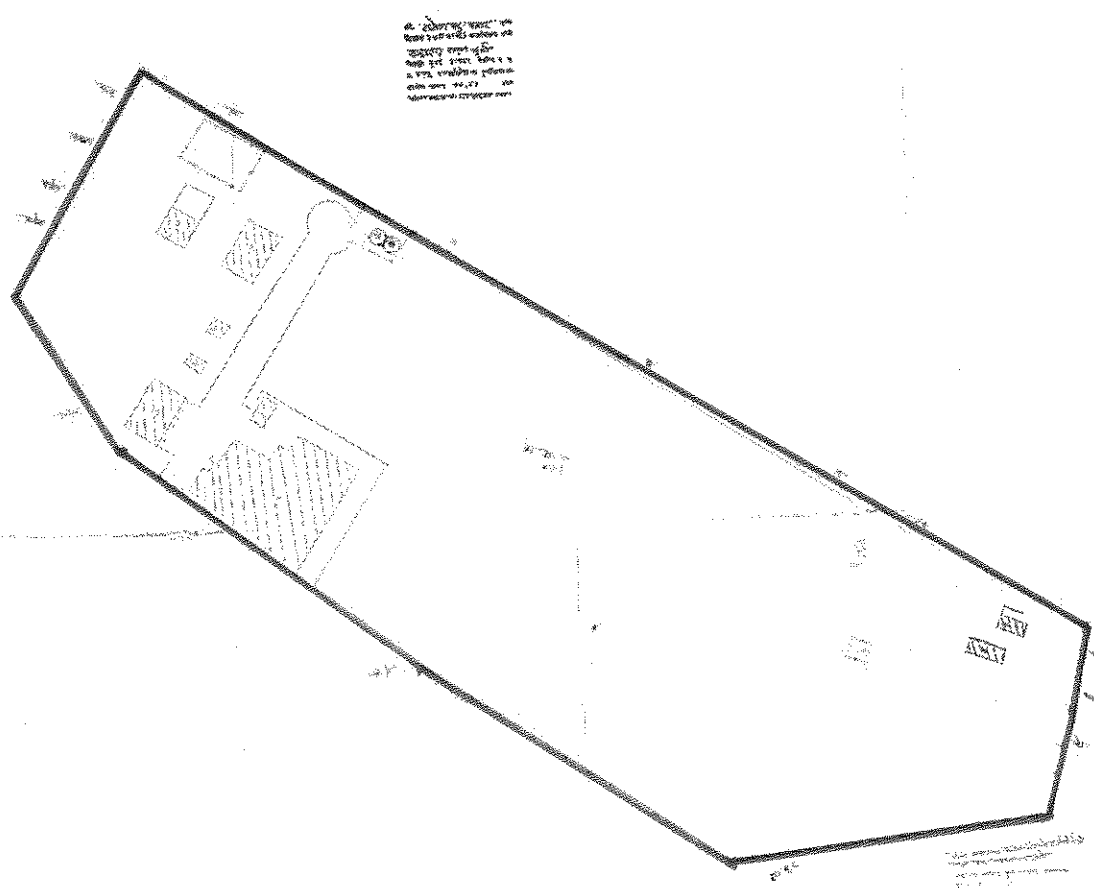
Dated this 15th day of December, 2014

For IC Legal

Partner



ANNEXURE - "I"
FIRST PROPERTY



Handwritten text in the upper left quadrant of the diagram, likely providing a legend or key for the symbols used in the plan.

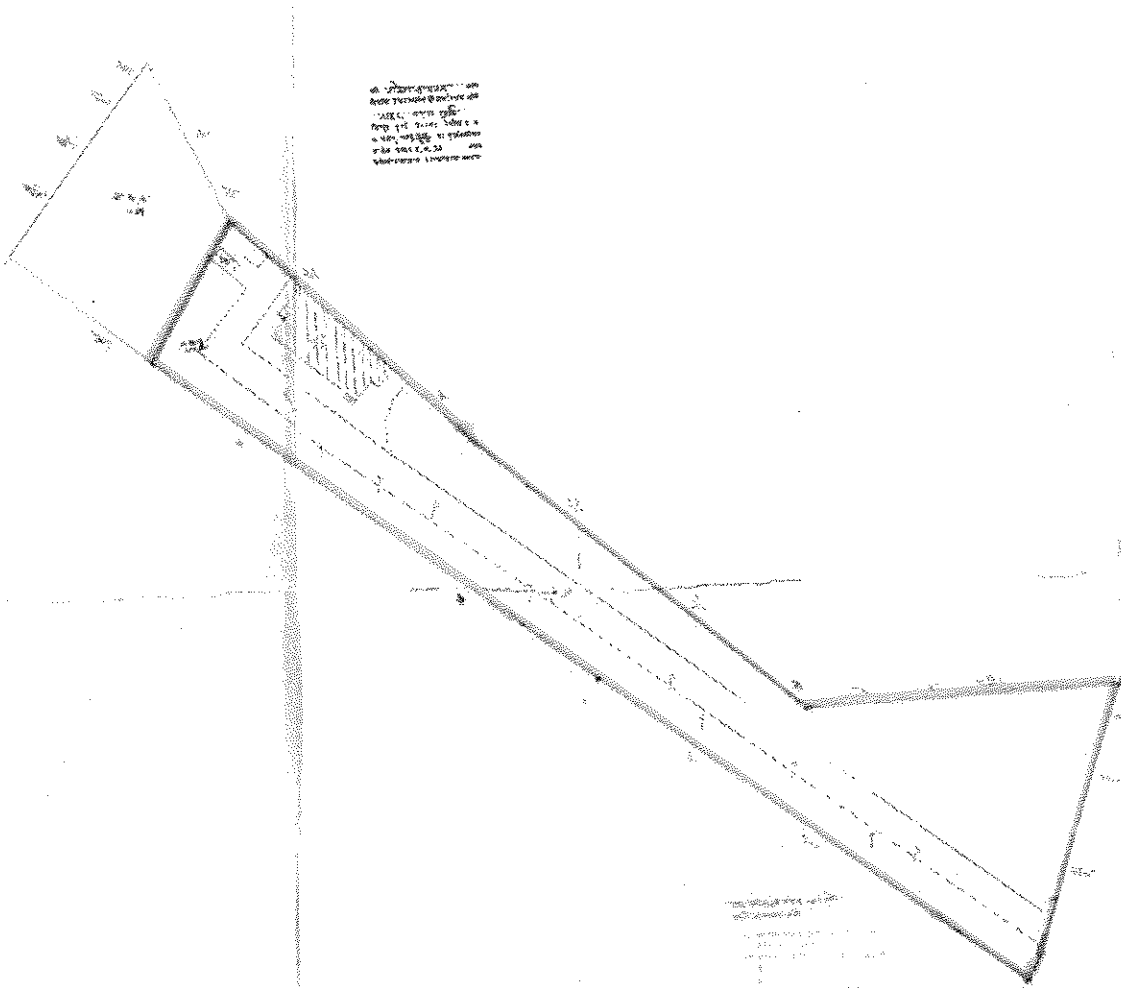


Handwritten text and a small diagram located in the bottom right corner of the page, possibly a signature or additional notes related to the property plan.

A handwritten signature or mark at the bottom center of the page.

ANNEXURE - 2

SECOND PROPERTY



Small illegible text block, possibly a note or legend.



Small illegible text block, possibly a note or legend.

Small illegible text block, possibly a note or legend.

M.



Addendum to Title Certificate dated 15th December, 2014

Re: A portion of land admeasuring 2182.30 sq.mtrs approximately bearing CTS No.545 at Village Nahur Taluka Kurla situated in the Bombay Suburban District.

1. We have issued a Title Certificate dated 15th December, 2014 in respect of all those pieces and parcels of freehold land or ground admeasuring 31,911 square yards equivalent to 26,680.79 square meters or thereabouts (24,965.50 square meters as per the Property Registered Card) bearing CTS Nos. 475, 475/1 to 475/11 of Village Mulund Taluka Kurla (Greater Mumbai) situated in the Registration Sub-District and District of Mumbai City and Mumbai Suburban AND all those pieces and parcel of freehold land or ground admeasuring 9,043 square yards equivalent to 7,560.86 square meters or thereabouts (9,842.50 as per the Property Registered cards) bearing CTS Nos.546, 546/1 and 546/2 of Village Nahur, Taluka Kurla situated in the Registration Sub-District and District of Mumbai City and Mumbai Suburban.
2. We are informed that a Deed of Conveyance dated 7th April, 2016 has been executed by Glaxo Smithkline Pharmaceuticals Limited and Oberoi Constructions Limited, a company registered under the

N

Companies Act, 1956 and having its registered office at 3rd Floor Commerz, International Business Park, Oberoi Garden City Off. Western Express Highway (East), Mumbai 400 063 (the “**Owner**”)whereby the captioned property which is more particularly described in the schedule hereunderand which is hereinafter referred to as the “**said property**”, has been conveyed to the Owner.

3. In these circumstances and subject to what is stated hereinabove and also in our Title Certificate dated 15th December, 2014, we are of the view that the Owner is the owner of the said property. We are also of the view that subject to what is stated hereinabove and also what is stated in our Title Certificate dated 15th December, 2014, the Owner is entitled to sell the premises in the building as mentioned in our Title Certificate dated 15th December, 2014.

The Schedule above referred to
(Being the description of the said property)

ALL THOSE pieces and parcels of freehold land or ground admeasuring 2,603 square yards equivalent to 2,182.30 square meter as per the Property Register Card or thereabouts bearing Survey No. 156 (part) and CTS No.545 of Village Nahur, Taluka Kurla in Bombay Suburban District and bounded as follows:

N

On or Towards East: Land bearing CTS No 546 of Village Nahur;

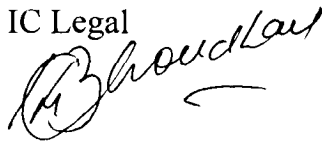
On or towards West: Tansa Pipe Line;

On or towards North: Land bearing CTS No. 475 of Village Mulund

On or towards South: Land bearing CTS No. 544 of Village Nahur.

Dated this 18th day of July, 2017

For IC Legal

A handwritten signature in black ink, appearing to read 'Bhaukar', written over the printed name 'Partner'.

Partner