



INDIALAW

TITLE SEARCH REPORT

AS ON 11 JULY, 2017

SUBMITTED TO

M/S. KALPATARU LIMITED

Mumbai | Delhi | Chennai | Kolkata | Bengaluru | Hyderabad | Cochin | Ahmedabad | Navi Mumbai | Pune | UAE

Ellora Fiesta, 10th Floor, Plot no. 8, Sector
11, Sanpada, Navi Mumbai - 400 705.

T - 022 2775 8100/105

INDIALAW LLP

w - www.indialaw.in

e - pi_ho@indialaw.in

Reg. Office - Apeejay Chambers, Ground
flr, Wallace St, Fort, Mumbai - 400 001.

LLPIN - AAC - 7831



1. INTRODUCTION

- 1.1 This title search investigation has been conducted by INDIALAW LLP pursuant to the work, scope and instructions received from M/s Kalpataru Limited ("Kalpataru" or the "Developer").
- 1.2 We understand that Kalpataru is the Owner of Tower A & B ("Tower") in the Building known as 'Kalpataru Avana' (the "Building"), constructed upon Land admeasuring about 9,312.28 square meters bearing C.T.S. No. 1/296 (pt.) of Parel-Sewri Division, Mumbai City Survey (the "said Land").
- 1.3 The said Land and the Building thereon mentioned hereinabove is altogether referred to as the "Property".
- 1.4 We have conducted this title search investigation, relying on and in furtherance to the title report bearing dated 3 August 2013 issued by Mr. Sanju H. Ahooja, Advocate, the copies of the title documents provided to us by Kalpataru and the Search Report dated 10 June 2017 prepared by Search Clerk Mr. Mangesh S. Naik, after he having conducted the Search at the Sub-Registrar Offices at Mumbai (1 to 5) vide Search Receipt No. 0685100 dated 2 June 2017 for the period 2013-2017 (5 Years) to ascertain the current title of the said Land for the purpose of issuing this Title Search Report.

2. DOCUMENTS REVIEWED:

- 2.1 We have reviewed the below mentioned documents for issuance of this Report:
 - i. Articles of Agreement dated 24 November 1985 executed by (1) Mr. C. H. Bhabha; (2) Mr. R. N. Bhavnagri; (3) Mr. S. A. Lal; (4) Mr. S. H. Commissariat; and (5) Mr. S. F. Joshi, all being the then Trustees of N. M. Wadia Charities in favor of Mr. Rajendra J. Parikh in respect of land of Inami Tenure admeasuring 16,400 Sq. Mtrs. along with tenements or buildings constructed thereupon bearing C.T.S. No. 296 of Parel Sewri Division within the Registration Sub District of Bombay.
 - ii. Order dated 10 December 1985 issued by the Charity Commissioner, Maharashtra permitting the sale of the said Old Land and other properties.



- iii. Articles of Agreement dated 12 March 1986 executed by Mr. Rajendra J. Parikh in favor of Kalpataru Construction Overseas Pvt. Ltd. and Prime Properties Pvt. Ltd. in respect of the said Old Land and other properties.
- iv. Deed of Conveyance dated 20 December 1989 executed by Ratanji Nowroji Bhavnagri, (2) Sorabji Hormusji Commissariat, (3) Sam Framroze Joshi, (4) Jamshed Khurshedji Setna and (5) Burjor Hormusji Antia, the then Trustees of N. M. Wadia Charities in favor of Prime Properties Pvt. Ltd. granting, conveying and transferring the said Old Land along with two other properties.
- v. An agreement dated 22 September 2005 executed between Prime Properties Pvt. Ltd. and The Governor of the State of Maharashtra, exercising executive powers of the Government of the State of Maharashtra representing through Controller of Rationing and Director of Civil Supplies, Mumbai in respect of office premises comprising of a built up area of 15,000 Sq. Ft. (equivalent to 1,393.74 sq. mtrs.) on a portion of the said Old Land in a newly constructed building which was given on the terms and conditions as mentioned therein.
- vi. Order dated 4 April 2008 passed by the Hon'ble High Court, Bombay in Company Petition No. 205 of 2008 connected with Company Application No. 251 of 2008 and Company Petition No. 206 of 2008 connected with Company Application No. 252 of 2008 in the matter of Scheme of Amalgamation between Prime Properties Pvt. Ltd. and Ardour Real Estate Pvt. Ltd.
- vii. Letter bearing Ref. No. CHE/335/DPCityF/S dated 12 August 2013 issued by Municipal Corporation of Greater Mumbai ("MCGM") regarding approval of Revised Development Plan in respect of said Land.
- viii. Order dated 10 May 2013 passed by the Hon'ble High Court, Bombay in Company Scheme Petition No. 214 of 2013 connected with Company Summons for Direction No. 197 of 2013, in the matter of Scheme of Amalgamation between Ardour Real Estate Pvt. Ltd. and Kalpataru.



3. TITLE HISTORY:

3.1 Based on the perusal of copies of documents provided and the aforesaid Title Report, we understand the following:

3.1.1 It appears that (1) Mr. C.H. Bhabha, (2) Mr. R. N. Bhavnagri, (3) Mr. S. A. Lal, (4) Mr. S. H. Commissariat, and (5) Mr. S. F. Joshi, all being the then Trustees of N. M. Wadia Charities have executed Articles of Agreement dated 24 November 1985 in favor of Mr. Rajendra J. Parikh in respect of land of Inami Tenure admeasuring 16,400.00 Sq. Mtrs. along with tenements or buildings constructed thereupon bearing C.T.S. No. 296 of Parel Sewri Division within the Registration Sub District of Bombay (the "said Old Land").

3.1.2 Further, the Charity Commissioner, Maharashtra State, Bombay vide his Order dated 10 December 1985, permitted N.M. Wadia Charities to sell / transfer the said Old Land and other properties.

3.1.3 Thereafter, Mr. Rajendra J. Parikh executed Articles of Agreement dated 12 March 1986 in favor of Kalpataru Construction Overseas Pvt. Ltd. and Prime Properties Pvt. Ltd. in respect of the said Old Land along with other properties.

3.1.4 By Letter dated 11 March 1986, Mr. Rajendra J. Parikh through his Advocates & Solicitors, M/s. Ambubhai and Diwanji, informed the Trustees of N. M. Wadia Charities that the Charity Commissioner had sanctioned the sale in the name of the said Rajendra J. Parikh but he desired to take the conveyance in the name of Prime Properties Pvt. Ltd. Further, vide Letter dated 12 March 1986, Mr. Rajendra J. Parikh through his Advocates informed the Trustees of N.M. Wadia Charities that Prime Properties Pvt. Ltd. has become entitled to obtain Conveyance(s) in respect of the said Old Land with other 2 properties.

3.1.5 Deed of Conveyance dated 20 December, 1989 registered with the Sub-Registrar of Assurances under Registration No. 3492 dated 22 June 1990 was executed by Ratanji Nowroji Bhavnagari, (2) Sorabji Hormusji Commissariat, (3) Sam Framroze Joshi, (4) Jamshed Khurshedji Setna and (5) Burjor Hormusji Antia, the then Trustees of N.M. Wadia Charities, who granted, conveyed and transferred the said Old Land and structures thereon, together with other two properties to Prime Properties Pvt. Ltd.

3.1.6 Further, the said Deed of Conveyance dated 20 December 1989, inter alia, stated that as per the remark as particularly mentioned in the office of Revenue



Records and City Survey, the said Old land contained by admeasuring 16,400 sq. mtrs. or thereabouts was reduced to 13,646.59 sq. mtrs. or thereabout comprising of Old land bearing C.T.S No. 296 (Pt.) referred to in the City Survey Records as land bearing C.T.S No. 4/296 having an area admeasuring 13211.90 Sq. mtrs. and land bearing C.T.S No. 1/296 having an area admeasuring 434.69 Sq. mtrs. of Parel Sewri Division (the said "Parel Land"). Portion of the said Old Land was under reservation.

- 3.1.7 The Controller of Rationing and Director of Civil Supplies, Mumbai, was a tenant in respect of godown sheds on the said Old Land used for the purpose of storing of food grains. The State of Maharashtra, by its Order dated 23 March 2005 read with addendum dated 24 March 2005 surrendered the tenancy rights in respect of the said godowns to Prime Properties Pvt. Ltd. in lieu of a constructed office premises comprising aggregate built up area of 15,000 square feet on a portion of the said Old Land.
- 3.1.8 In view of the aforesaid Order dated 23 March 2005 read with addendum dated 24 March 2005, an agreement dated 22 September 2005, between Prime Properties Pvt. Ltd. and The Governor of the State of Maharashtra, exercising executive powers of the Government of the State of Maharashtra representing through Controller of Rationing and Director of Civil Supplies, Mumbai was registered with the Sub-Registrar of Assurances at Mumbai, under Serial No. BBE/10437/2005. The said agreement, inter alia, recorded the terms and conditions in respect of an office premises comprising of a built up area of 15,000 Sq. Ft. (equivalent to 1,393.74 Sq. Mtrs.) on a portion of the said Old Land in a newly constructed building which was given on the terms and conditions as mentioned therein.
- 3.1.9 Company Petition No. 205 of 2008 connected with Company Application No. 251 of 2008 (filed by Prime Properties Pvt. Ltd. as a Petitioner/Demerged Company) and Company Petition No. 206 of 2008 connected with Company Application No. 252 of 2008 (filed by Ardour Real Estate Pvt. Ltd. as a Petitioner/Resulting Company), were both duly adjudicated and stamped and filed with the Registrar of Companies of Mumbai. The Hon'ble Bombay High Court vide its common Order dated 4 April 2008 has sanctioned the scheme of arrangement of Prime Properties Pvt. Ltd. with Ardour Real Estate Pvt. Ltd. in respect of one of its undertaking (i.e. the said Parel Land). Ardour Real Estate Pvt. Ltd. has paid the appropriate Stamp Duty in pursuance to the Demand



Notice by the Dy. Superintendent of Stamps, Mumbai under letter bearing No.ADJ/1034/08/3903/08 dated 13 May 2008.

3.1.10 It appears that in the Order sanctioning the sale of the said Old Land, the Charity Commissioner's office have erroneously mentioned CTS No. 196 instead of C.T.S No. 1/296 (part). An Application dated 14 October 2009 had been made before the Office of Charity Commissioner to rectify the inadvertent error in regard to C.T.S number. The said error was rectified. Thereafter, the said Old Land accordingly stood mutated in the Revenue records in the name of Prime Properties Pvt. Ltd.

3.1.11 By an Order dated 10 May 2013 passed by the Hon'ble Bombay High Court in Company Scheme Petition No. 214 of 2013 connected with Company Summons for Direction No. 197 of 2013, Ardour Real Estate Pvt. Ltd. now stood merged into and amalgamated with Kalpataru. The Scheme of Amalgamation dated 10 May 2013 has been approved. In terms thereof, Kalpataru is now legally entitled to all the assets of Ardour Real Estate Pvt. Ltd. and accordingly the said Old Land now vests with Kalpataru.

3.1.12 Public Notices were issued in 'Free Press Journal' in English on 24 May 2013 and 'Navshakti' on 25 May 2013 in Marathi and no claims or objections in respect thereof were received at the relevant time.

3.1.13 The following is the status with respect to the reservations mentioned in paragraph No. 3.1.6 above.

- (i) as per agreement dated 22 September 2005 with the State Government, a constructed area of office premises comprising of built-up area 1,393.74 Sq. mtrs., has been handed over to the State Government on a subdivided plot admeasuring 1,233.45 Sq. mtrs from C.T.S No. 1/296 (Part).
- (ii) An area of 84.48 Sq. mtrs. is set back area which is under encroachment.
- (iii) A portion of land admeasuring 1071.84 Sq. mtrs. has been handed over to MCGM vide possession receipt No. F.S./37731/M.R. dated 7 October 2015 for road setback.

3.1.14 The Property Registered Card No. 1/296 now bears the name of Kalpataru as an owner of the said Land.

3.2 MORTGAGES:



- 3.2.1 By and under the Deed of Mortgage cum Charge dated 12 December 2013 executed by and between Developer and Standard Chartered Bank bearing registration No. BBE-3-5945 of 2013 registered before Joint Sub Registrar, Mumbai City-3, Mumbai District, the Developer has mortgaged the said Property along with other properties for a Credit Facility as specifically mentioned therein.
- 3.2.2 By and under the Deed of Mortgage cum Charge dated 27 March 2017 executed by and between Developer and Standard Chartered Bank and registered with Sub-Registrar of Assurances, Mumbai under Serial No. 1873 of 2017, the Developer has mortgaged the said Property along with other properties for a Credit Facility as specifically mentioned therein.

4. LITIGATION IN RESPECT OF THE LAND:

A. Writ Petition No. 1189 of 16 at the High Court of Bombay

Summary:

- (i) Quasi-judicial complaint challenging the capital valuation and property tax amount based on Capital Value ("CV") system of assessment which came into effect from 1 April 2010 and for 2015 onwards is pending before the Mumbai Municipal Corporation ("MMC").
- (ii) Writ Petition No. 1189 of 2016 has been filed in the Hon'ble High Court Mumbai mainly for seeking refund from the MCGM to refund the excess property tax collected along with interest 6.25% p.a. as per the said Order of the Hon'ble small causes court dated 15 October 2013 and in view of the amended provision of section 140A(2) of the MMC Act, 1888. The Developer has sought the following reliefs, inter alia, (i) of total amount refund with interest as on 31 March 2014 is Rs. 5,20,27,128/-, and that MCGM should not withhold any NOC/Tax clearance and or other permission pending refund/adjustment of excess amount paid. The said Writ Petition is scheduled on 25 July 2017 for admission.

5. ROC Search

We conducted an ROC search at the MCA website vide receipt No. U14342356 dated 1 June 2017 for charges registered in the name of the Developer and found a charge bearing Charge ID 10185568 with respect to credit facilities



amounting to Rs. 650,00,00,000/- (Rupees Six Hundred and Fifty Crores only) secured from Standard Chartered Bank by mortgaging the said Property along with other properties.

6. OPINION

Based on the title search investigation and the perusal of documents made available to us, we are of the opinion that M/s Kalpataru Limited has a valid and clear right, marketable title and interest as an Owner in respect of the said Property, subject to the details of dues, litigation, and mortgages/charges created in respect of the said Property as mentioned hereinabove.

Yours truly,

For Shiju P V

Partner

INDIALAW LLP