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Annexure-Hg

**COMPOSITE SCHEME OF ARRANGEMENT
BETWEEN
ANAIKA INDUSTRIES LIMITED
("DEMERGED COMPANY 1")
AND
YATNAM LAB LIMITED
("DEMERGED COMPANY 2")
AND
VEER WEST REALTY INDIA PRIVATE LIMITED
("DEMERGED COMPANY 3")
AND
HETERO LABS LIMITED
("RESULTING COMPANY 1" OR "DEMERGED COMPANY 4")
AND
ANAIKA REALTY PRIVATE LIMITED
("RESULTING COMPANY 2")
AND
ANAIKA INFRAVENTURES PRIVATE LIMITED
("RESULTING COMPANY 3")
AND
ANAIKA PROPERTIES PRIVATE LIMITED
("RESULTING COMPANY 4")
AND
THEIR RESPECTIVE SHAREHOLDERS**

**(UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE
COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER)**

For ANAIKA INDUSTRIES LIMITED


Director

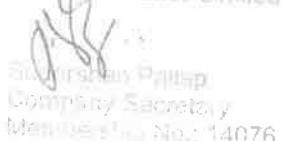
For YATNAM LAB LIMITED


Director

For Veer West Realty India Private Limited


Director

For Hetero Labs Limited


Shivashankar Phillip
Company Secretary
MCA2121 No.: 14076

For Anaika Realty Private Limited


Authorised Signatory

For Anaika InfraVentures Private Limited


Director

For Anaika Properties Private Limited


Authorised Signatory

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I. PREAMBLE

This Composite Scheme of Arrangement (hereinafter referred to as "Scheme") is presented pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and the rules made there under (to the extent applicable) for the demerger of Real Estate Business Undertaking 1 (defined hereunder) of **Anaika Industries Limited** ("Demerged Company 1"), Real Estate Business Undertaking 2 (defined hereunder) of **Yatnam Lab Limited** ("Demerged Company 2") and Real Estate Business Undertaking 3 (defined hereunder) of **Veer West Realty India Private Limited** ("Demerged Company 3") into **Hetero Labs Limited** ("Resulting Company 1") and, then demerger of Real Estate Business Undertaking 4 (defined hereunder) of **Hetero Labs Limited** ("Demerged Company 4") into **Anaika Realty Private Limited** ("Resulting Company 2") and, demerger of Real Estate Business Undertaking 5 (defined hereunder) of **Hetero Labs Limited** ("Demerged Company 4") into **Anaika Infraventures Private Limited** ("Resulting Company 3") and, demerger of Real Estate Business Undertaking 6 (defined hereunder) of **Hetero Labs Limited** ("Demerged Company 4") into **Anaika Properties Private Limited** ("Resulting Company 4") under the provisions of the Act (as defined hereinafter). This Scheme also provides for various other matters consequent and incidental thereto.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Subroto Pal Ray

Chairman & MD

For Anaika Infraventures Private Limited

Authorised Signatory

II. DESCRIPTION OF COMPANIES

1. Demerged Company 1 – Anaika Industries Limited (“Anaika”)

- (i) Anaika Industries Limited (“Demerged Company 1”) (E-mail ID: cs@hetero.com), (PAN: AAPCA5861K) is a company incorporated under the Companies Act, 2013 having its registered office at H.No. 8-3-166/7/1, Erragadda, Hyderabad, Telangana – 500018, India. The Demerged Company 1 was incorporated on May 18, 2017 and its CIN is U24303TG2017PLC117168.
- (ii) The Demerged Company 1 is primarily engaged, inter alia, in the business of pharmaceuticals and real estate.

2. Demerged Company 2 – Yatnam Lab Limited (“Yatnam”)

- (i) Yatnam Lab Limited (“Demerged Company 2”) (E-mail ID: cs@hetero.com), (PAN: AAACY8606P) is a company incorporated under the Companies Act, 2013 having its registered office at H.No. 8-3-166/1 & 2/105 to 108, 1st floor, East Wing, C Block, Challa Estate, Erragadda, Hyderabad, Telangana – 500018, India. The Demerged

For ANAIKA INDUSTRIES LIMITED



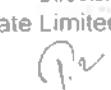
DIRECTOR

For Veer West Realty India Private Limited



Director

For Anaika Realty Private Limited



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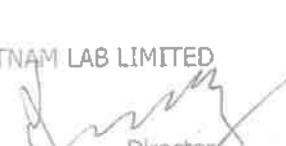
Authorised Signatory

For Anaika Properties Private Limited



Authorised Signatory

For YATNAM LAB LIMITED



Director

For Hetero Labs Limited



Sudeshan Pallap
Company Secretary
Membership No. 14076

For Anaika Infraventures Private Limited



Authorised Signatory

PS.

Company 2 was incorporated on February 10, 2017 and its CIN is U24304TG2017PLC115152.

- (ii) The Demerged Company 2 is primarily engaged, *inter alia*, in the business of manufacture of bulk drugs and acquisition of land and buildings as its ancillary objects.
- 3. Demerged Company 3 – Veer West Realty India Private Limited (“Veer West”)
 - (i) Veer West Realty India Private Limited (“Demerged Company 3”) (E-mail ID: cs@hetero.com), (PAN: AAFCA7729L) is a company incorporated under the Companies Act, 1956 having its registered office at Level 7, Octave 3B, Salarpuria Sattva, Knowledge City, Plot No 2, Inorbit Mall Road, Raidurg, Hi-Tech City, Hyderabad, Telangana – 500081, India. The Demerged Company 3 was incorporated on June 27, 2006 and its CIN is U45201TG2006PTC050463.
 - (ii) The Demerged Company 3 is primarily engaged, *inter alia*, in the business of real estate.

For ANAIKA INDUSTRIES LIMITED
DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sureshbabu Pillai

Corporate Secretary

For Anaika Infraventures Private Limited

Authorised Signatory

4. Resulting Company 1 or Demerged Company 4 – Hetero Labs Limited (“Hetero”)

- (i) Hetero Labs Limited (“Resulting Company 1” or “Demerged Company 4”) (E-mail ID: sudershan.p@hetero.com), (PAN: AAACH5506R) is a company incorporated under the Companies Act, 1956 having its registered office at 7-2-A2, Hetero Corporate Industrial Estate, Sanathnagar, Hyderabad, Telangana - 500018, India. The Resulting Company 1 / Demerged Company 4 was incorporated on March 10, 1989 and its CIN is U24110TG1989PLC009723.
- (ii) The Resulting Company 1 / Demerged Company 4 is primarily engaged, *inter alia*, in the business of manufacture of drugs, pharmaceuticals and chemicals and acquisition of land and buildings as its ancillary objects.

5. Resulting Company 2 – Anaika Realty Private Limited (“Anaika Realty”)

- (i) Anaika Realty Private Limited (“Resulting Company 2”) (E-mail ID: secretarial.LLP2@gmail.com), (PAN: AAZCA2224L) is a company incorporated under the Companies Act, 2013 having its registered office at H.No. 8-3-166/7/1,

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudershan Paliap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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Erragadda, Hyderabad, Telangana - 500018, India. The Resulting Company 2 was incorporated on August 16, 2023 and its CIN is U68200TS2023PTC176068.

- (ii) The Resulting Company 2 is primarily engaged, *inter alia*, in the business of real estate.

6. Resulting Company 3 – Anaika Infraventures Private Limited (“Anaika Infraventures”)

- (i) Anaika Infraventures Private Limited (“Resulting Company 3”) (E-mail ID: secretarial.LLP2@gmail.com), (PAN: AAZCA2092G) is a company incorporated under the Companies Act, 2013 having its registered office at H. No. 8-3-166/7/1, Erragadda, Hyderabad, Telangana - 500018, India. The Resulting Company 3 was incorporated on August 11, 2023 and its CIN is U68200TS2023PTC175975.
- (ii) The Resulting Company 3 is primarily engaged, *inter alia*, in the business of real estate.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

7. Resulting Company 4 – Anaika Properties Private Limited (“Anaika Properties”)

- (i) Anaika Properties Private Limited (“Resulting Company 4”) (E-mail ID: secretarial.LLP2@gmail.com), (PAN: AAZCA2747C) is a company incorporated under the Companies Act, 2013 having its registered office at H. No. 8-3-166/7/1, Erragadda, Hyderabad, Telangana - 500018, India. The Resulting Company 4 was incorporated on August 24, 2023 and its CIN is U68200TS2023PTC176414.
- (ii) The Resulting Company 4 is primarily engaged, *inter alia*, in the business of real estate.

III. OBJECTIVES /RATIONALE OF THE SCHEME

This Composite Scheme of Arrangement is being proposed broadly for the ease of doing businesses by the group companies by demerging the Real Estate Business Undertaking 1 (defined hereunder) of the Demerged Company 1, the Real Estate Business Undertaking 2 (defined hereunder) of Demerged Company 2 and the Real

For ANAIKA INDUSTRIES LIMITED
DIRECTOR

For Veer West Realty India Private Limited

R.
Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private

R.
Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

R.
Srinivasan Palap
Company Secretary

For Anaika Infraventures Private Limited

R.
Authorised Signatory

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Estate Business Undertaking 3 (defined hereunder) of Demerged Company 3 into Resulting Company 1 and, then demerging the Real Estate Business Undertaking 4 (defined hereunder) of Demerged Company 4 into Resulting Company 2 and, demerging the Real Estate Business Undertaking 5 (defined hereunder) of Demerged Company 4 into Resulting Company 3 and, demerging the Real Estate Business Undertaking 6 (defined hereunder) of Demerged Company 4 into Resulting Company 4. The circumstances that have necessitated or justified the proposed Composite Scheme of Arrangement and its main benefits are, inter alia, summarized as under:

OBJECTIVES /RATIONALE FOR DEMERGER UNDER PART-B, PART-C AND PART-D OF THE SCHEME

- (i) The real estate business undertaking is subject to different rates of profitability, growth opportunities, future prospects and risks. The nature of risk and competition involved in this business is distinct.
- (ii) Enable real estate business to pursue growth opportunities and offer investment opportunities to potential investors;

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For YATNAM LAB LIMITED

Director

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For Hetero Labs Limited

Subrashan Pillai
Com. in Charge

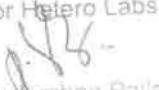
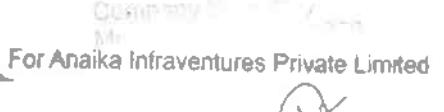
For Anaika Infraventures Private Limited

Authorised Signatory

- (iii) To enable to consolidate the various nature of real estate businesses in the Group which shall result in economies in business operations, provide optimal utilization of resources and greater administrative efficiencies; and
- (iv) Increase in operating strength and potential business development shall enable the entities to raise financial resources at better terms and also create new investment opportunities for potential investors and effectively fund organic and inorganic growth opportunities.

OBJECTIVES /RATIONALE FOR DEMERGER UNDER PART-E, PART-F AND PART-G OF THE SCHEME

- (i) The demerger will segregate the different nature of real estate businesses with different profiles between the legal entities, thereby creating an enhanced value for the shareholders and allowing focused strategy and specialization for sustained growth, which would be in the best interest of the shareholders;
- (ii) The Demerged Undertakings will enable the Resulting Company 2, Resulting Company 3 and Resulting Company 4 to explore new opportunities in its

For ANAIKA INDUSTRIES LIMITED  DIRECTOR	For YATNAM LAB LIMITED  Director
 For Veer West Realty India Private Limited  Director	
 For Hetero Labs Limited  Surirshan Pillai Chairman & MD	
 For Anaika Infraventures Private Limited  Authorised Signatory	
 For Anaika Properties Private Limited  Authorised Signatory	



respective vertical of the real estate business and to further concentrate its resources towards development and management of the Demerged Undertakings;

- (iii) The demerger will enable the Demerged Company 4 to focus on the Remaining Undertaking from a long-term perspective and also provide flexibility to rope in strategic investors for the Demerged Undertakings and the Remaining Undertaking, which best suit their investment strategies and risk profile; and
- (iv) The demerger will allow the shareholders of the Demerged Company 4 to unlock their value to the extent it relates to the Demerged Undertakings.
- (v) The demerger into Resulting Company 2, Resulting Company 3 and Resulting Company 4 will enable them to focus on the specific real estate business undertaking from a long-term perspective and also provide flexibility to rope in strategic investors for the respective real estate business undertakings, which best suit the investment strategies and risk profile relating to the respective undertaking;

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited



Authorised Signatory

For Anaika Properties Private Limited



Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hulato Labs Limited

Subrashan Pallap

Company Secretary

Membership No.: 14076

For Anaika Adventures Private Limited



Authorised Signatory

OBJECTIVES /RATIONALE FOR DEMERGER UNDER PART-B, PART-C AND PART-D OF THE SCHEME AND SUBSEQUENT DEMERGER UNDER PART-E, PART-F AND PART-G OF THE SCHEME

- (i) The demerger under Part- B, Part-C and Part-D of the Scheme and subsequent demerger will enable the Demerged Company 4 to focus and emphasize on its core business (viz. business of pharmaceuticals) and do not create any holding in the real estate business.
- (ii) The subsequent demerger shall enable reduction in number of layers for the real estate business undertaking and thereby creating a separate parallel structure to the demerged company and having a vertical split of the core (pharmaceutical business) and the real estate business.
- (iii) The demerger will enable the Demerged Company 4 to focus on the Remaining Undertaking from a long-term perspective and also provide flexibility to rope in strategic investors for the Demerged Undertakings and

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sunilshan Pallap

Luminescent Technologies

For Anaika Infraventures Private Limited

Authorised Signatory

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the Remaining Undertaking, which best suit their investment strategies and risk profile;

This Scheme is in the best interest of the shareholders, Employees and creditors of each of the companies involved in this Scheme.

IV. PARTS OF THE SCHEME

The Scheme is divided into the following parts:

- (i) **PART A** – Deals with definitions, interpretation, and share capital.
- (ii) **PART B** – Deals with demerger of Real Estate Business Undertaking 1 (defined hereunder) of Anaika Industries Limited ("Demerged Company 1") into Hetero Labs Limited ("Resulting Company 1").
- (iii) **PART C** – Deals with demerger of Real Estate Business Undertaking 2 (defined hereunder) of Yatnam Lab Limited ("Demerged Company 2") into Hetero Labs Limited ("Resulting Company 1").

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

R.P.
Director

For Anaika Realty Private Limited

R.P.
Authorised Signatory

For Anaika Properties Private Limited

R.P.
Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Suresh Pallap
Company Secretary
Mobile No.: 9840014076

For Anaika Infraventures Private Limited

R.P.
Authorised Signatory

- (iv) **PART D** – Deals with demerger of Real Estate Business Undertaking 3 (defined hereunder) of Veer West Realty India Private Limited ("Demerged Company 3") into Hetero Labs Limited ("Resulting Company 1").
- (v) **PART E** – Deals with demerger of Real Estate Business Undertaking 4 (defined hereunder) of Hetero Labs Limited ("Demerged Company 4") into Anaika Realty Private Limited ("Resulting Company 2").
- (vi) **PART F** – Deals with demerger of Real Estate Business Undertaking 5 (defined hereunder) of Hetero Labs Limited ("Demerged Company 4") into Anaika Infraventures Private Limited ("Resulting Company 3").
- (vii) **PART G** – Deals with demerger of Real Estate Business Undertaking 6 (defined hereunder) of Hetero Labs Limited ("Demerged Company 4") into Anaika Properties Private Limited ("Resulting Company 4").
- (viii) **PART H** – Deals with general terms and conditions applicable to this Composite Scheme of Arrangement and other matters consequential and integrally connected thereto.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

R.V.
Director

For Anaika Realty Private Limited

R.V.
Authorised Signatory

For Anaika Properties Private Limited

R.V.
Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshan Paltap
Company Secretary
Mr. ... 1076

For Anaika Infraventures Private Limited

R.V.
Authorised Signatory

Rs.

V. SEQUENCE OF THE EVENTS OF THE SCHEME:

Firstly, Part B of the Scheme (relating to demerger of Real Estate Business Undertaking 1 (defined hereunder) of Demerged Company 1 into Resulting Company 1), and Part C of the Scheme (relating to demerger of Real Estate Business Undertaking 2 (defined hereunder) of Demerged Company 2 into Resulting Company 1), and Part D of the Scheme (relating to demerger of Real Estate Business Undertaking 3 (defined hereunder) of Demerged Company 3 into Resulting Company 1) shall be deemed to have taken place, prior to Part E, F, G of the Scheme with effect from the Appointed Date 1. Thereafter, Part E of the Scheme (relating to demerger of Real Estate Business Undertaking 4 (defined hereunder) of Demerged Company 4 with Resulting Company 2), and Part F of the Scheme (relating to demerger of Real Estate Business Undertaking 5 (defined hereunder) of Demerged Company 4 with Resulting Company 3), and Part G of the Scheme (relating to demerger of Real Estate Business Undertaking 6 (defined hereunder) of Demerged Company 4 with Resulting Company 4) of the Scheme shall be deemed to have taken place, after Part B, C, D of the Scheme with effect from the Appointed Date 2.

For ANAIKA INDUSTRIES LIMITED

 Director

For Veer West Realty India Private Limited


 Director

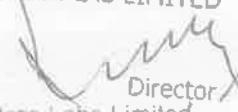
For Anaika Realty Private Limited


 Authorised Signatory

For Aneika Properties Private Limited


 Authorised Signatory

For YATNAM LAB LIMITED


 Director

For Helero Labs Limited


 Sudershan Pallap

Company Secretary

Membership No.: 14076

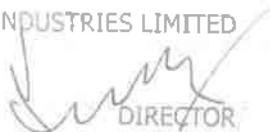
For Anaika Infraventures Private Limited


 Authorised Signatory

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During the intermittent period from Appointed Date 1 to Appointed Date 2, the business of Real Estate Business Undertaking 1, Real Estate Business Undertaking 2 and Real Estate Business Undertaking 3 shall be conducted by Demerged Company 1, Demerged Company 2 and Demerged Company 3, respectively on behalf of Resulting Company 1.

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For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For Veer West Realty India Private Limited

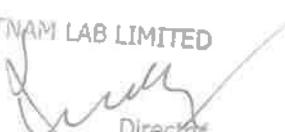

 Director

For Anaika Realty Private Limited


 Authorised Signatory

For Anaika Properties Private Limited

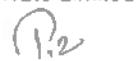

Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited


 Sudershan Pallap
 Company Secretary
 Membership No.: 14076

For Anaika Infraventures Private Limited


 Authorised Signatory

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PART A

**PRELIMINARY, DEFINITIONS, INTERPRETATION AND
SHARE CAPITAL**

1. PRELIMINARY

1.1. The Demerged Company 1 is primarily engaged in the business of pharmaceuticals and real estate. The main objects are set out in the Memorandum of Association of the Demerged Company 1. They are briefly as under:

1. "To carry on in India or elsewhere the business of manufacture, manufacturers, formulate, process, develop, producers, makers, convertors, repairers, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all types of drugs, bulk drugs, produce, process, prepare, treat, disinfect, compound, formulate, mix, concentrate, pack, repack, refine, add, remove, preserve, grade, freeze, distillate, boil, sterilize, improve, extract, buy, sell, import, export, store, forward, distribute, dispose, develop, research,

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

J.V.
Director

For Anaika Really Private Limited

J.V.
Authorised Signatory

For Anaika Properties Private Limited

J.V.
Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

J.V.
Authorised Signatory

discover, manipulate, market, supply and to act as agent, broker, representative, consultant, stockiest, liaisoner, middleman, job worker or otherwise to deal in all types, descriptions, specifications, strengths and applications of pharmaceutical and chemical products of medicaments in all its branches such as allopathic, ayurvedic, homeopathic, herbal, unani, siddha used for treatment, cure and dietary supplement product, healthcare of human beings and animals including, basic drugs, intermediates, tonics, antibiotics, enzymes, steroids, vitamins, hormones, biological & immunological chemicals, contraceptives, waddings, gauzes, adhesives, ligatures, vaccines, toxins, yeasts, medical gases, diagnostic agents, oils and tinctures; medical products in all forms such as capsules, tablets, powders, ointments, syrups, injectables, pills, fluids, granules, sprayers, inhalers, mineral waters, droppers, removers, veterinary medicines, poultry medicines, herbal products, by-products, intermediates, residues, mixtures, compounds, and other allied goods and to act as agent, stockists, distributor, consultant, collaborator, buyer, seller, exporter, importer, job-worker, vendor, supplier or otherwise to deal in all types of organic chemicals and their compounds, formulation, acids, solvent, oils, solutions, derivatives, fluids, products and by products.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshna Pallap
Company Secretary

Membership No.: 14076
For Anaika Infraventures Private Limited

Authorised Signatory

RS.

2. To carry on activities of Research and Development, contract Research and Development, commercialization of the developed process and technologies in the areas of drug Discovery Technologies and drug Delivery Technologies.
3. To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or Partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self-use or for earning rental income thereon by letting out individual units comprised in such building(s) and To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India and abroad, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise. To purchase, sell and

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

P. R.
Director

For Anaika Realty Private Limited

P. R.
Authorised Signatory

For Anaika Properties Private Limited

P. R.
Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hehero Labs Limited

Sureshwar Fallap
Company Secretary

Membership No. 14076

For Anaika Intraventures Private Limited

P. R.
Authorised Signatory

otherwise to carry on the business such as builders, contractors, engineers, Estate agents, decorators and surveyors.

4. To carry on business of infrastructures, contractors, builders, town planners, developers, estate developers, engineers, land developers, land scrapers, estate agent, dealers in land(s), immovable property and to acquire, buy, purchase, hire or otherwise lands, buildings, civil works, immovable property of any tenure or interest in the same and to erect and construct, houses, flats, bungalows, kothis or civil work of every type on the land of the company or any other land or immovable property whether belonging to the company or not and to pull down, rebuild, enlarge, alter and other conveniences and to deal with and improve property of the Company or any other immovable property in India or abroad. To erect, construct build, water proofing, sewage, demolish, fabricate, execute, carry out, improve, work, develop and enlarge, rebuild, repair, maintain, administer, manage or control in India or abroad on any land or immovable property of the company or upon any other land or immovable property in any capacity and conveniences of all kind include turnkey jobs, railways, tramway, speedways, runways, roads, aerodromes, sewage, theatres, cinema halls, function halls, piers, wharvers, dams, barrages, bridges,

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For Veer West Realty India Private Limited

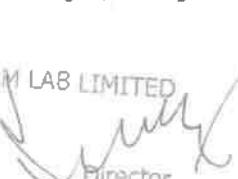
 Director

For Anaika Realty Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited

SudeShan Pallap
 Company Secretary

Membership No.: 14076
 For Anaika Infraventures Private Limited


 Authorised Signatory

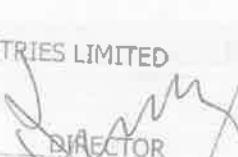
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reservoirs, embankments, canals, irrigation, powerhouses, transmission lines, reclamation, improvement sewage, drainage, sanitary works for building hotels, houses, market, private, public and all kind of conveniences and to carry out business of builders and civil engineers, estimators and designers thereof."

- 1.2. The Demerged Company 2 is primarily engaged in the business of manufacture of bulk drugs and acquisition of land and buildings as its ancillary objects. The main objects are set out in the Memorandum of Association of the Demerged Company 2. They are briefly as under:-

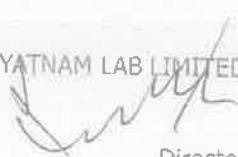
i. "To carry on in India To carry on in India or elsewhere the business of manufacture, manufacturers, formulate, process, producers, makers, convertors, repairers, importers, exporters, Distributors, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, consignors, jobbers, brokers, concessionaires or otherwise deal in all types of drugs, bulk drugs, produce, process, prepare, treat, disinfect, compound, formulate, mix, concentrate, pack, repack, refine, add, remove, preserve, grade, freeze, distillate, boil, sterilize, improve, extract, buy, sell, import, export, store, forward, distribute, dispose, develop, research, discover, manipulate, market, supply and to act as agent,

For ANAIKA INDUSTRIES LIMITED



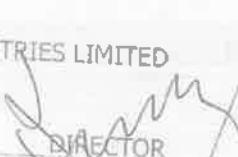
DIRECTOR

For YATNAM LAB LIMITED



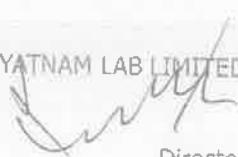
Director

For Veer West Realty India Private Limited



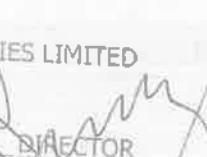
Director

For Hetero Labs Limited



Director

For Anaika Realty Private Limited



Authorised Signatory

Sudershan Pallap

Company Secretary

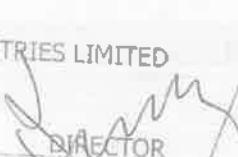
Membership No.: 14076

For Anaika Infraventures Private Limited



Authorised Signatory

For Anaika Properties Private Limited



Authorised Signatory

broker, representative, consultant, stockiest, liaisoner, middleman, job worker or otherwise to deal in all types, descriptions, specifications, strengths and applications of pharmaceutical and chemical products of medicaments in all its branches such as allopathic, ayurvedic, homeopathic, herbal, unani, siddha used for treatment, cure and dietary supplement product, healthcare of human beings and animals including, basic drugs, bulk drugs and intermediates, tonics, antibiotics, enzymes, steroids, vitamins, hormones, biological & immunological chemicals, contraceptives, waddings, gauzes, adhesives, ligatures, vaccines, toxins, yeasts, medical gases, diagnostic agents, oils and tinctures; medical products in all forms such as capsules, tablets, powders, ointments, syrups, injectables, pills, fluids, granules, sprayers, inhalers, mineral waters, droppers, removers, veterinary medicines, poultry medicines, herbal products, by-products, intermediates, residues, mixtures, compounds, and other allied goods.

2. To carry on activities of Research and Development, contract Research and Development, commercialization of the developed process and technologies in the areas of drug Discovery Technologies and drug Delivery Technologies.

For ANAIKA INDUSTRIES LIMITED

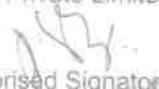
 DIRECTOR

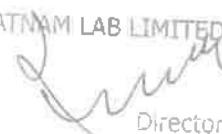
For Veer West Realty India Private Limited

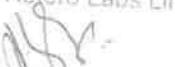
 Director

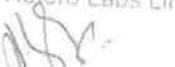
For Anaika Realty Private Limited

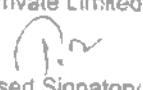
 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited

 Director

Suresh Patel
 Company Secretary


For Anaika Infraventures Private Limited

 Authorised Signatory

RS.

3. To act as agent, stockists, distributor, consultant, collaborator, buyer, seller, exporter, importer, job-worker, vendor, supplier or otherwise to deal in all types of organic chemicals and their compounds, formulation, acids, solvent, oils, solutions, derivatives, fluids, products and by products."
- 1.3. The Demerged Company 3 is primarily engaged in the business of real estate. The main objects are set out in the Memorandum of Association of the Demerged Company 3. They are briefly as under:-
1. "To carry on, in conformity with the extant FDI Policy of the Government of India, in India or elsewhere the business of constructors, contractors, designers, decorators, developers, maintainers of all buildings and structures including houses, flats, plots, apartments, offices, godowns, warehouses, guesthouses, flyover, bridges, shops, colonies, drainage's, housing projects, factories, sheds, roads, highways, expressways, hospitals, holiday resorts, hotels, cinema theatres, shopping-cum-residential complexes, duplexes, multiplexes and multi-storied buildings / complexes and for this purpose to acquire, alter, improve, renovate, handover, purchase, own, develop lands and buildings and to undertake all infrastructure development activities such as canal works, dam works, bridges, acquisitions, and other structures.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Really India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshan Pallap
Company Secretary

Membership No.: 14076
For Anaika Infraventures Private Limited

Authorised Signatory

V

2. To provide for, in conformity with the extant FDI Policy of the Government of India, the conveniences commonly provided in flats, suites and residential and business quarters and to carry on in India or elsewhere the business of constructors and to carry out all such activities allied with the field of construction.
3. In conformity with the extant FDI Policy of the Government of India, to develop, survey, search, inspect, locate modify, protect, promote, provide, participate, dig, excavate in all types of immovable properties of land and buildings for development.
4. To carry on, in conformity with the extant FDI Policy of the Government of India, the business of contractors, sub-contractors, designers, architects, decorators, constructors, in all types of buildings and structures including houses, townships, flats, apartments, offices, godowns, warehouses, shops, factories, sheds, hospitals, hotels, holiday resorts, dharmasalas, multistories, colonies, complexes, shopping-cum-residential complexes, and to erect, install, alter, improve, add, establish, renovate, re-condition, participate, repair, demolish, remove, replace, fabricate, control all such buildings and structures.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Director

For Sudarshan Pallap Company Secretary

Sudarshan Pallap
Company Secretary

For Anaika Infraventures Private Limited

Authorised Signatory

5. To carry on, in conformity with the extant FDI Policy of the Government of India, the business either alone or jointly with one or more persons government local or other bodies. the business to construct, alter, acquire convert, improve, design, erect, establish, equip, develop dismantle, pull down, turn to account, furnish, level, decorate, fabricate, install, finish, repair maintain, search, survey, examine, test, inspect, locate modify, own, operate, protect, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist special economic zones, export processing zone, soft and hard ware technological parks and other allied activities and to act as civil engineer, architectural engineer interior decorator, supervisor, administrator, contractor, subcontractor, turnkey contractor and manager of all types of constructions and developmental work in all its branches such as roads, ways, culverts, dams, bridges, railways, buildings, structures, drainage and sewage works, water distribution and filtration systems, docks, harbors, piers, irrigation works, foundation works, flyovers, airports, runways, rock drilling, aqueducts, stadiums, hydraulic units, sanitary works, power supply works, power stations, hotels hospitals dharamshalas. multistoreys, colonies, complexes, Multiplex, Duplex, housing projects and for the purpose to acquire, to develop or distribute

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

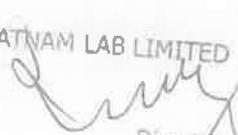
For Veer West Realty India Private Limited

For Anaika Realty Private Limited

 Director

For Anaika Properties Private Limited


 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited

Sudhirshan Palipar
 Company Secretary

Membership No.: 14076
 For Anaika Infraventures Private Limited


 Authorised Signatory



all sorts of lands and buildings and to carry on all or any of the foregoing activities for building materials, goods, plants, machineries, equipments, accessories, parts, tools, fittings, articles, materials and facilities of whatsoever nature."

- 1.4 The Demerged Company 4 or Resulting Company 1, as applicable, is primarily engaged in the business of manufacture of drugs, pharmaceuticals and chemicals and acquisition of land and buildings as its ancillary objects. The main objects are set out in the Memorandum of Association of the Demerged Company 4 or Resulting Company 1, as applicable. They are briefly as under:-

1. *"To trade, manufacture, undertake job work, conversion on loan license basis buy, sell, offer consultancy, import & export, act as commission agents and generally deal with all types of chemicals, Pharmaceuticals, drugs, and intermediates.*
2. *To undertake research work in developing and marketing newer indigenous technologies for various medicines and also newer medicines for various therapeutic uses."*

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sunil Kumar Patel
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

BS.

1.5 The Resulting Company 2 is primarily engaged in the business of real estate. The main objects are set out in the Memorandum of Association of the Resulting Company 2. They are briefly as under:-

1. To carry on business of infrastructures, contractors, builders, town planners, developers, estate developers, engineers, land developers, land scrapers, estate agent, dealers in land(s), immovable property and to acquire, buy, purchase, hire or otherwise lands, buildings, civil works, immovable property of any tenure or interest in the same and to erect and construct, houses, flats, bungalows, kothis or civil work of every type on the land of the company or any other land or immovable property whether belonging to the company or not and to pull down, rebuild, enlarge, alter and other conveniences and to deal with and improve property of the Company or any other immovable property in India or abroad. To erect, construct build, water proofing, sewage, demolish, fabricate, execute, carry out, improve, work, develop and enlarge, rebuild, repair, maintain, administer, manage or control in India or abroad on any land or immovable property of the company or upon any other land or immovable property in any capacity and conveniences of all kind include turnkey jobs, railways, tramway, speedways, runways, roads, aerodromes, sewage, theatres,

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Analka Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshan Pallap

Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

VS

cinema halls, function halls, piers, wharvers, dams, barrages, bridges, reservoirs, embankments, canals, irrigation, powerhouses, transmission lines, reclamation, improvement sewage, drainage, sanitary works for building hotels, houses, market, private, public and all kind of conveniences and to carry out business of builders and civil engineers, estimators and designers thereof.

2. To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s) and to purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India and abroad, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy

For ANAIKA INDUSTRIES LIMITED


DIRECTOR

For Veer West Realty India Private Limited


Director

For Anaika Realty Private Limited


R.V

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For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED


Director

For Hetero Labs Limited


Sudeshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited


Authorised Signatory

13.

installments or by hire purchase system and otherwise and to purchase, sell and otherwise to carry on the business such as builders, contractors, engineers, Estate agents, decorators and surveyors.

3. To carry on the business of Builders, Masoners and General Construction and Contractors and to carry on the business of the proprietors of lands, flats, maisonettes, dwelling houses, shops, offices, industrial estates, lessees of lands, flats and other immoveable properties and for these purposes to purchase, take on lease or otherwise acquire and hold any lands or buildings of any tenure or description wherever situated, or rights or interests therein or connected therewith, to prepare building sites, and to construct, reconstruct, pull down, renovate, develop, alter, improve, decorate and furnish and maintain flats, hotels, malls, educational institutes, hospitals, maisonettes, dwelling houses, shops, offices, buildings, industrial estates, works and conveniences, and sell the same on ownership basis, installment basis or loose basis and rental basis and transfer such buildings to co-operative societies, limited companies, bodies corporate or association of persons or individuals as the case may be, to lay out roads and pleasure gardens and recreation grounds to plant, drain or otherwise improve the land or any part thereof and to promote, operate and manage

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For YATNAM LAB LIMITED

Director

For Veer West Realty India Private Limited

Director

For Hetero Labs Limited

Sudershan Palap
Company Secretary
Membership No.: 14076

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Infraventures Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

various immovable properties and other real estate assets, and to develop, acquire and invest.

1.6 The Resulting Company 3 is primarily engaged in the business of real estate. The main objects are set out in the Memorandum of Association of the Resulting Company 3. They are briefly as under:-

1. To carry on business of infrastructures, contractors, builders, town planners, developers, estate developers, engineers, land developers, land scrapers, estate agent, dealers in land(s), immovable property and to acquire, buy, purchase, hire or otherwise lands, buildings, civil works, immovable property of any tenure or interest in the same and to erect and construct, houses, flats, bungalows, kothis or civil work of every type on the land of the company or any other land or immovable property whether belonging to the company or not and to pull down, rebuild, enlarge, alter and other conveniences and to deal with and improve property of the Company or any other immovable property in India or abroad. To erect, construct build, water proofing, sewage, demolish, fabricate, execute, carry out, improve, work, develop and enlarge, rebuild, repair, maintain, administer, manage or control in India or abroad on any land

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For YATNAM LAB LIMITED

Director

For Helero Labs Limited

Sudushan Pallop
Company Secretary
Mentorship No - 14076

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Infraventures Private Limited

Authorised Signatory

For Anaika Properties Private Limited

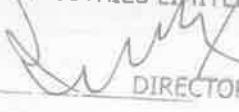
Authorised Signatory

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or immovable property of the company or upon any other land or immovable property in any capacity and conveniences of all kind include turnkey jobs, railways, tramway, speedways, runways, roads, aerodromes, sewage, theatres, cinema halls, function halls, piers, wharvers, dams, barrages, bridges, reservoirs, embankments, canals, irrigation, powerhouses, transmission lines, reclamation, improvement sewage, drainage, sanitary works for building hotels, houses, market, private, public and all kind of conveniences and to carry out business of builders and civil engineers, estimators and designers thereof.

2. To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s) and to purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India and abroad, to

For ANAIKA INDUSTRIES LIMITED


Director

For Veer West Realty India Private Limited


Director

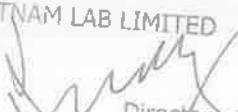
For Anaika Realty Private Limited


Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED


Director

For Hetero Labs Limited


Sudishan Pallap
Company Secretary
Membership No. 14076

For Anaika Infraventures Private Limited


Authorised Signatory

divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise and to purchase, sell and otherwise to carry on the business such as builders, contractors, engineers, Estate agents, decorators and surveyors.

3. To carry on the business of Builders, Masoners and General Construction and Contractors and to carry on the business of the proprietors of lands, flats, maisonettes, dwelling houses, shops, offices, industrial estates, lessees of lands, flats and other immovable properties and for these purposes to purchase, take on lease or otherwise acquire and hold any lands or buildings of any tenure or description wherever situated, or rights or interests therein or connected therewith, to prepare building sites, and to construct, reconstruct, pull down, renovate, develop, alter, improve, decorate and furnish and maintain flats, hotels, malls, educational institutes, hospitals, maisonettes, dwelling houses, shops, offices, buildings, industrial estates, works and conveniences, and sell the same on ownership basis, installment basis or loose basis and rental basis and transfer such buildings to co-operative societies, limited companies, bodies

For ANAIKA INDUSTRIES LIMITED

 Director

For Veer West Really India Private Limited

 Director

For Anaika Realty Private Limited

 Director

Authorised Signatory
For Anaika Properties Private Limited

 Authorised Signatory

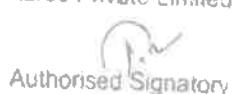
For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited

 Sureshwan Pallap
Company Secretary
M/s. Hetero Labs Limited

For Anaika Infraventures Private Limited

 Authorised Signatory

 V.R.

corporate or association of persons or individuals as the case may be, to lay out roads and pleasure gardens and recreation grounds to plant, drain or otherwise improve the land or any part thereof and to promote, operate and manage various immoveable properties and other real estate assets, and to develop, acquire and invest.

- 1.7 The Resulting Company 4 is primarily engaged in the business of real estate. The main objects are set out in the Memorandum of Association of the Resulting Company 4. They are briefly as under:-

1. *To carry on business of infrastructures, contractors, builders, town planners, developers, estate developers, engineers, land developers, land scrapers, estate agent, dealers in land(s), immovable property and to acquire, buy, purchase, hire or otherwise lands, buildings, civil works, immovable property of any tenure or interest in the same and to erect and construct, houses, flats, bungalows, kothis or civil work of every type on the land of the company or any other land or immovable property whether belonging to the company or not and to pull down, rebuild, enlarge, alter and other conveniences and to deal with and improve property of the Company or any other immovable property in*

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

For Hetero Labs Limited

Sudashan Pallap
Company Secretary
Membership No : 14076

For Anaika Infraventures Private Limited

Authorised Signatory

India or abroad. To erect, construct build, water proofing, sewage, demolish, fabricate, execute, carry out, improve, work, develop and enlarge, rebuild, repair, maintain, administer, manage or control in India or abroad on any land or immovable property of the company or upon any other land or immovable property in any capacity and conveniences of all kind include turnkey jobs, railways, tramway, speedways, runways, roads, aerodromes, sewage, theatres, cinema halls, function halls, piers, wharvers, dams, barrages, bridges, reservoirs, embankments, canals, irrigation, powerhouses, transmission lines, reclamation, improvement sewage, drainage, sanitary works for building hotels, houses, market, private, public and all kind of conveniences and to carry out business of builders and civil engineers, estimators and designers thereof.

2. *To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s) and to purchase any movable or immovable property including*

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited



Authorised Signatory

For Anaika Properties Private Limited



Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Subrshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

VJ

industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India and abroad, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise and to purchase, sell and otherwise to carry on the business such as builders, contractors, engineers, Estate agents, decorators and surveyors.

3. To carry on the business of Builders, Masoners and General Construction and Contractors and to carry on the business of the proprietors of lands, flats, maisonettes, dwelling houses, shops, offices, industrial estates, lessees of lands, flats and other immoveable properties and for these purposes to purchase, take on lease or otherwise acquire and hold any lands or buildings of any tenure or description wherever situated, or rights or interests therein or connected therewith, to prepare building sites, and to construct, reconstruct, pull down, renovate, develop, alter, improve, decorate and furnish and maintain flats, hotels, malls, educational institutes, hospitals, maisonettes, dwelling houses,

For ANAIKA INDUSTRIES LIMITED



DIRECTOR

For Veer West Realty India Private Limited



Director

For Anaika Realty Private Limited



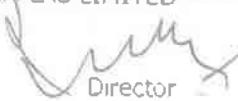
Authorised Signatory

For Anaika Properties Private Limited



Authorised Signatory

For YATNAM LAB LIMITED



Director

For Hetero Labs Limited



Sudarshan Paliwal
Company Secretary

For Anaika Infraventures Private Limited



Authorised Signatory



shops, offices, buildings, industrial estates, works and conveniences, and sell the same on ownership basis, installment basis or loose basis and rental basis and transfer such buildings to co-operative societies, limited companies, bodies corporate or association of persons or individuals as the case may be, to lay out roads and pleasure gardens and recreation grounds to plant, drain or otherwise improve the land or any part thereof and to promote, operate and manage various immoveable properties and other real estate assets, and to develop, acquire and invest.

1.8 The present directors of the Demerged Company 1 are as follows:

S.No.	Name of the Directors	Address
1	Mohana Reddy Chilukuri	Villa No.125, Indu Fortune Fields, KPHB Colony, Phase XIII, Kukatpally, Hyderabad – 500072, Telangana
2	Gopalakrishna Chittajallu	8-1-284/OU/81, Plot # 81, O U Colony, Chitrapuri Colony PO, Hyderabad – 500104, Telangana

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited



For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited



For YATNAM LAB LIMITED

Director

For Hetero Labs Limited



Subbarao Pallap
Company Secretary
Meraamurthy & Associates

For Anaika Infraventures Private Limited



3	Sudhakar Reddy Avuthu	Flat No.203, Sunrise Park Apts., Czech Colony, Road No.3, Sanathnagar, Hyderabad - 500018, Telangana
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1.9 The present directors of the Demerged Company 2 are as follows:

S.No.	Name of the Directors	Address
1	Mohana Reddy Chilukuri	Villa No.125, Indu Fortune Fields, KPHB Colony, Phase XIII, Kukatpally, Hyderabad - 500072, Telangana
2	Chandra Sekhar Tumuluru	4-3/140/202, Sriram Arcade, Friends Colony, Pappalaguda, Rajendranagar, Hyderabad - 500089, Telangana
3	Sudhakar Reddy Avuthu	Flat No.203, Sunrise Park Apts., Czech Colony, Road No.3, Sanathnagar, Hyderabad - 500018, Telangana

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

P.
Director

For Anaika Realty Private Limited

P.
Authorised Signatory

For Anaika Properties Private Limited

P.
Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hafero Labs Limited

Sudashan Pallap
Company Secretary
M/s. Hafero Labs Limited
Date: 10/01/2018

For Anaika InfraVentures Private Limited

P.
Authorised Signatory

P.

- 1.10 The present directors of the Demerged Company 3 are as follows:

S.No.	Name of the Directors	Address
1	Meduri Kumar	Level 7, Maximus Towers, Building 2A, Mindspace Complex, Hi-Tech City, Hyderabad - 500 081, Telangana
2	Chandra Sekhar Tumuluru	4-3/140/202, Sriram Arcade, Friends Colony, Pappalaguda, Rajendranagar, Hyderabad - 500089, Telangana
3	Sudhakar Reddy Avuthu	Flat No.203, Sunrise Park Apts., Czech Colony, Road No.3, Sanathnagar, Hyderabad - 500018, Telangana

- 1.11 The present directors of the Resulting Company 1 or Demerged Company 4 (as applicable) are as follows:

S.No.	Name of the Directors	Address
1	Parthasaradhi Reddy Bandi	Plot No. 389, Road No.22B, Jubilee Hills, Hyderabad - 500033, Telangana
2	Srinivas Reddy Male	8-2- 293/82/NL/138, Road No.10C Plot,

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Surbhiyan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

5

672

		No.138/139 MP/MLA Colony, Jubilee Hills, Hyderabad – 500033, Telangana
3	Attunuri Venkata Narasa Reddy	H. No. 8-3-678/61 Pragathi Nagar Colony Yosufguda Hyderabad – 500018, Telangana
4	Mohana Reddy Chilukuri	Villa No.125, Indu Fortune Fields, KPHB Colony, Phase XIII, Kukatpally, Hyderabad – 500072, Telangana
5	Rathnakar Reddy Kura	Villa No-48, Esmeralda Fortune,Near Chirec School, Laxmi Nagar, Kondapur, K.V. Rangareddy, Hyderabad - 500084 Telangana
6	Bandi Vamsikrishna	Plot No. 389, Road No.22B, Jubilee Hills, Hyderabad – 500033, Telangana
7	Gopal Reddy Annareddy	R/o. 8-2-293/82/JIII/511, Phase - III Road No.86, Jubilee Hills, Hyderabad – 500033, Telangana
8	Govindaraju Bhavani	37-115/5/2/1, Sri Nilayam, Sree Colony,

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For YATNAM LAB LIMITED

Director

For Veer West Realty India Private Limited

Director

For Hetero Labs Limited

Sudarshan Pallap
Company Secretary
Membership No - 14076

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For Anaika Infraventures Private Limited

Authorised Signatory

673

		Neredmet, Road No. 6, Hyderabad- 500056, Telangana
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1.12 The present directors of the Resulting Company 2 are as follows:

S.No.	Name of the Directors	Address
1	Bandi Vamsikrishna	Plot No. 389, Road No.22B, Jubilee Hills, Hyderabad – 500033, Telangana
2	Anvida Bandi	Plot No. 389, Road No.22B, Jubilee Hills, Hyderabad – 500033, Telangana

1.13 The present directors of the Resulting Company 3 are as follows:

S.No.	Name of the Directors	Address
1	Bandi Vamsikrishna	Plot No. 389, Road No.22B, Jubilee Hills, Hyderabad – 500033, Telangana
2	Anvida Bandi	Plot No. 389, Road No.22B, Jubilee Hills, Hyderabad – 500033, Telangana

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Pallap
Company Secretary
Membership No : 14076

For Anaika Infraventures Private Limited

Authorised Signatory

- 1.14 The present directors of the Resulting Company 4 are as follows:

S.No.	Name of the Directors	Address
1	Bandi Vamsikrishna	Plot No. 389, Road No.22B, Jubilee Hills, Hyderabad - 500033, Telangana
2	Anvida Bandi	Plot No. 389, Road No.22B, Jubilee Hills, Hyderabad - 500033, Telangana

- 1.15 The Scheme does not affect the rights of the creditors of any of the Demerged Company 1, Demerged Company 2, Demerged Company 3, Resulting Company 1 or Demerged Company 4 (as applicable), Resulting Company 2, Resulting Company 3 and Resulting Company 4. There will not be any reduction in amounts payable to any of the creditors of the Demerged Company 1, Demerged Company 2, Demerged Company 3, Resulting Company 1 or Demerged Company 4 (as applicable), Resulting Company 2, Resulting Company 3 and Resulting Company 4 post sanctioning of the Scheme.

- 1.16 The Board of the Demerged Company 1, Demerged Company 2, Demerged Company 3, Resulting Company 1 or Demerged Company 4 (as applicable), Resulting Company 2, Resulting Company 3 and Resulting Company 4 are of the view that the rights and

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

P.V.
Director

For Anaika Realty Private Limited

G.R.
Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Palap
Company Secretary
Membership No : 14076

For Anaika Intraventures Private Limited

G.R.
Authorised Signatory

V.R.

obligations of each of the equity shareholders of the Demerged Company 1, Demerged Company 2, Demerged Company 3, Resulting Company 1 or Demerged Company 4 (as applicable), Resulting Company 2, Resulting Company 3 and Resulting Company 4 respectively are not impacted in any way post sanctioning of the Scheme.

- 1.17 The Employees (as defined hereinafter) of the Real Estate Undertaking 1 of the Demerged Company 1, Real Estate Undertaking 2 of the Demerged Company 2 and Real Estate Undertaking 3 of the Demerged Company 3 in service shall be deemed to have become the Employees of the Resulting Company 1 without interruption in their service. Further, the terms and conditions of their employment with the Resulting Company 1 shall not be less favourable than those applicable to them with reference to their employment with the Demerged Company 1, Demerged Company 2 and Demerged Company 3.
- 1.18 The Employees (as defined hereinafter) of the respective real estate undertaking of the Demerged Company 4 in service shall be deemed to have become the Employees of the Resulting Company 2, Resulting Company 3 and Resulting Company 4 in relation to their respective real estate business undertakings, respectively, without interruption in their service. Further, the terms and conditions of their employment

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For Veer West Realty India Private Limited

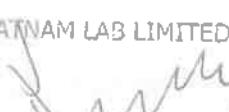
 Director

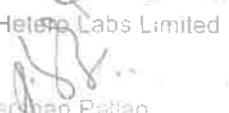
For Anaika Realty Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited

 Sudeshna Patil
 Company Secretary
 Membership No.: 14076

For Anaika Infraventures Private Limited

 Authorised Signatory

with the Resulting Company 2, Resulting Company 3 and Resulting Company 4, as applicable, shall not be less favourable than those applicable to them with reference to their employment with the Demerged Company 4.

- 1.19 There are no proceedings/investigation pending against the Demerged Company 1, Demerged Company 2, Demerged Company 3, Resulting Company 1 or Demerged Company 4 or (as applicable), Resulting Company 2, Resulting Company 3, and Resulting Company 4 under Sections 210 to 217, 219, 220, 223, 224, 225, 226 & 227 of the Companies Act, 2013.

2 DEFINITIONS

In this Composite Scheme of Arrangement, unless repugnant to the meaning or context thereof, the following expressions shall have the meanings as mentioned herein below:

- 2.1. "Act" or "the Act" means the Companies Act, 2013, and rules made there under and shall include any statutory modifications, re-enactment or amendments thereof for the time being in force.

For ANAIKA INDUSTRIES LIMITED
DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED
Director

For Hetero Labs Limited

Sudhishan Pallap
Company Secretary
Mr.

For Anaika Infraventures Private Limited

Authorised Signatory

V.

- 2.2. "**Appointed Date 1**" means October 01, 2023 in case of demerger of the Real Estate Business Undertaking 1, Real Estate Business Undertaking 2 and Real Estate Business Undertaking 3 or such other date as may be approved by the Hon'ble National Company Law Tribunal, Hyderabad Bench or any other appropriate authority.
- 2.3. "**Appointed Date 2**" means April 01, 2024 in case of demerger of Real Estate Business Undertaking 4, Real Estate Business Undertaking 5 and Real Estate Business Undertaking 6 or such other date as may be approved by the Hon'ble National Company Law Tribunal, Hyderabad Bench or any other appropriate authority.
- 2.4. "**Appropriate Authority**" means any government, statutory, regulatory, departmental or public body or authority, official liquidator of the Jurisdiction over the Demerged Company 1, Demerged Company 2, Demerged Company 3, Resulting Company 1 or Demerged Company 4 (as applicable), Resulting Company 2, Resulting Company 3 and the Resulting Company 4, including Regional Director, Registrar of Companies and the Hon'ble National Company Law Tribunal, Hyderabad Bench;

For ANAIKA INDUSTRIES LIMITED

Director

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshan Palap
Company Secretary
Mobile No.: +91 98451 11076

For Anaika Infraventures Private Limited

Authorised Signatory

VJ

- 2.5. "**Board of Directors**" or "**Board**" shall mean the Board of Directors of the Demerged Company 1, Demerged Company 2, Demerged Company 3, Resulting Company 1 or Demerged Company 4 (as applicable), Resulting Company 2, Resulting Company 3 and the Resulting Company 4 and or any committee, respectively, thereof duly constituted or any other person duly authorized by the Board for the purpose of this Scheme.
- 2.6. "**Demerged Company 1**" or "**Anaika**" means Anaika Industries Limited, a public limited company incorporated under the provisions of Companies Act, 2013 and having its registered office at H.No. 8-3-166/7/1, Erragadda, Hyderabad, Telangana – 500018, India.
- 2.7. "**Demerged Company 2**" or "**Yatnam**" means Yatnam Lab Limited, a public limited company incorporated under the provisions of Companies Act, 2013 and having its registered office at H.No. 8-3-166/1 & 2/105 to 108, 1st floor, East Wing, C Block, Challa Estate, Erragadda, Hyderabad, Telangana – 500018, India.
- 2.8. "**Demerged Company 3**" or "**Veer West**" means Veer West Realty India Private Limited, a private limited company incorporated under the provisions of Companies

For ANAIKA INDUSTRIES LIMITED

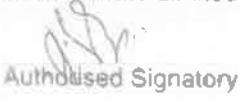
 Director

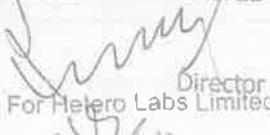
For Veer West Realty India Private Limited

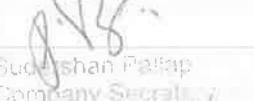
 Director

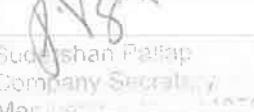
For Anaika Realty Private Limited

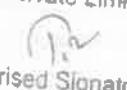
 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Helero Labs Limited

 Director

Sudarshan Pallap
 Company Secretary
 Member of ICSI


For Anaika Infraventures Private Limited

 Authorised Signatory

W.

Act, 1956 and having its registered office at Level 7, Octave 3B, Salarpuria Sattva, Knowledge City, Plot No 2, Inorbit Mall Road, Raidurg, Hi-Tech City, Hyderabad, Telangana – 500081, India.

- 2.9. “**Demerged Company 4**” or “**Resulting Company 1**” or “**Hetero**”, as applicable means Hetero Labs Limited, a public limited company incorporated under the provisions of Companies Act, 1956 and having its registered office at 7-2-A2, Hetero Corporate Industrial Estate, Sanathnagar, Hyderabad, Telangana - 500018, India.
- 2.10. “**Demerged Undertaking (s)**” means Real Estate Business Undertaking 1 (defined hereunder) or Real Estate Business Undertaking 2 (defined hereunder) or Real Estate Business Undertaking 3 (defined hereunder) or Real Estate Business Undertaking 4 (defined hereunder) or Real Estate Business Undertaking 5 (defined hereunder) or Real Estate Business Undertaking 6 (defined hereunder), as applicable.
- 2.11. “**Effective Date**” means the Appointed Date 1 or Appointed Date 2, as applicable as defined in section 232 (6) of the Companies Act, 2013. Reference in this Scheme to the date of “upon the Scheme becoming effective” or “effectiveness of the Scheme”

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For Veer West Realty India Private Limited

 Director

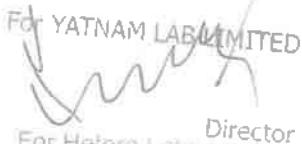
For Anaika Realty Private Limited

 Authorised Signatory

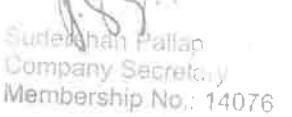
For Anaika Properties Private Limited

 Authorised Signatory

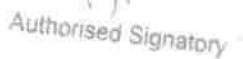
For YATNAM LABS LIMITED

 Director

For Hetero Labs Limited

 Surleeshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

 Authorised Signatory



shall mean the Appointed Date 1 or Appointed Date 2, as applicable subject to fulfilment of conditions under Clause 59 of this Scheme.

- 2.12. "**Employees**" means all the employees on the payroll of the Demerged Company 1, Demerged Company 2, Demerged Company 3, and Resulting Company 1 or Demerged Company 4 (as applicable) on the Appointed Date 1 or Appointed Date 2, as applicable and as identified by the Board of Directors of the Demerged Company 1, Demerged Company 2, Demerged Company 3, Resulting Company 1 or Demerged Company 4 (as applicable).
- 2.13. "**Equity Share(s)**" means the equity shares of the Demerged Company 1, Demerged Company 2, Demerged Company 3, Resulting Company 1 or Demerged Company 4 or (as applicable), Resulting Company 2, Resulting Company 3 and the Resulting Company 4, as the case may be.
- 2.14. "**Financial Statements**" means the annual accounts (including balance sheet, cash flow statements and the statement of profit and loss) of the Demerged Company 1, Demerged Company 2, Demerged Company 3, Resulting Company 1 or Demerged Company 4 (as applicable), Resulting Company 2, Resulting Company 3 and the

For ANAIKA INDUSTRIES LIMITED

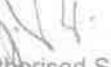
For Veer West Realty India Private Limited


Director

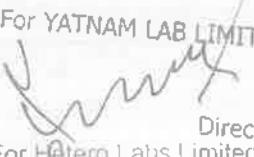
For Anaika Realty Private Limited


Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED


Director
For Hetero Labs Limited


Sudarshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited


Authorised Signatory

Resulting Company 4 including the accounts drawn up to the Appointed Date 1 or Appointed Date 2, as applicable.

2.15. "**Government Authority**" means Central Government, any applicable state or local government, legislative body, regulatory or administrative authority, agency or commission or any Court, Tribunal, Board, Bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction.

2.16. "**GST regulations**" means applicable provisions of The Central Goods and Services Tax Act, 2017 and/or The Integrated Goods and Services Tax Act, 2017 and/or respective State Goods and Services Tax Act and/or The Union Territory Goods and Services Tax Act, 2017 along with the applicable rules made thereunder.

2.17. "**INR**" means Indian Rupees.

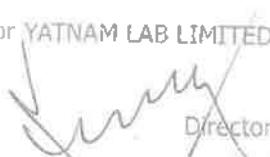
2.18. "**IT Act**" means the Income-tax Act, 1961.

2.19. "**Intangible Assets**" means and includes all intellectual property and industrial property rights and rights in confidential information of every kind and description

For ANAIKA INDUSTRIES LIMITED

For YATNAM LAB LIMITED


DIRECTOR
Director


Director
For Helero Labs Limited
Sudarshan Palip
Company Secretary
Membership No - 14076

For Anaika Realty Private Limited

For Anaika Infraventures Private Limited


Authorised Signatory


Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory



throughout the world, whether registered or unregistered, and including, software, research and development, business claims, business information, business records, goodwill, including without limitation, in relation to the Real Estate Business Undertaking 1 of the Demerged Company 1, Real Estate Business Undertaking 2 of the Demerged Company 2, Real Estate Business Undertaking 3 of the Demerged Company 3, Real Estate Business Undertaking 4, Real Estate Business Undertaking 5 and Real Estate Business Undertaking 6 of the Resulting Company 1 or Demerged Company 4 (as applicable).

- 2.20.** “Key Managerial Personnel” or “KMPs” means the Chief Executive Officer or the Managing Director or the Manager, the Company Secretary, the Whole-time Director, the Chief Financial Officer and such other officer as may be prescribed of the Real Estate Business Undertaking 1 of the Demerged Company 1, Real Estate Business Undertaking 2 of the Demerged Company 2, Real Estate Business Undertaking 3 of the Demerged Company 3, Real Estate Business Undertaking 4 of the Resulting Company 1 or Demerged Company 4 (as applicable) as the case may be.
- 2.21.** “NCLT / Tribunal” means the National Company Law Tribunal, Hyderabad Bench. The expression “Upon approval of the Scheme by the Tribunal” / “From the date of

For ANAIKA INDNTRIES LIMITED

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

For Hetero Labs Limited

Sudeshan Palip
Company Secretary
Membership No : 14076

For Anaika Infraventures Private Limited

Authorised Signatory

V

approval of the Scheme by the Tribunal" / "date on which the Scheme is approved by the Tribunal" shall mean the date on which the present Scheme is finally approved by the Tribunal.

2.22. "**Real Estate Business Undertaking 1**" shall mean the real estate business of the Demerged Company 1 and shall include all assets, liabilities and Employees of the Demerged Company 1 related to such real estate business undertaking as may be more specifically decided by its Board of Directors and in particular includes the following as on the Appointed Date 1:

(i) All the assets / properties of real estate business undertaking of Demerged Company 1, whether movable or immovable property as specified in **Schedule-I**, whether tangible or intangible including all rights, title, interest, covenant, including continuing rights, title and interest in connection with the land and the buildings thereon whether corporeal or incorporeal, leasehold or freehold, and includes all rights, titles, interest and covenant, undertakings, liability relating thereto, capital work in progress, other fixed assets, shares and securities, inventory and work in progress, all the loans and includes all rights, titles, interest and advances, other assets

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private

Director

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sureshna Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

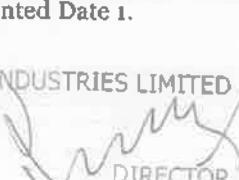
Authorised Signatory

6

(excluding tax refunds receivable, duty drawback incentives receivable or any other similar kind of refund due from regulatory authorities as on the Appointed Date 1) of real estate business undertaking of the Demerged Company 1 as on the Appointed Date 1.

- (ii) All the debts, borrowings and liabilities, present or future, whether secured or unsecured of the real estate business undertaking of Demerged Company 1 as on the Appointed Date 1.
- (iii) All statutory licenses, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements (including but not limited to contracts / agreements with vendors, customers, government etc.), all other rights (including but not limited to right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and facilities), of real estate business undertaking of Demerged Company 1 as on the Appointed Date 1.

For ANAIKA INDUSTRIES LIMITED


DIRECTOR

For Veer West Realty India Private Limited



Director

For Anaika Realty Private



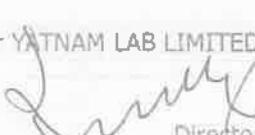
Authorised Signatory

For Anaika Properties Private Limited

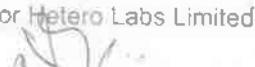


Authorised Signatory

For YATNAM LAB LIMITED


Director

For Hetero Labs Limited


Subashish Pallep
Company Secret
Mobile: 9899000000

For Anaika Infraventures Private Limited



Authorised Signatory



- (iv) All staff, workmen, and Employees engaged in real estate business undertaking of Demerged Company 1.
- (v) All records, files, papers, information, computer programs, manuals, data, catalogues, quotations, sales advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records, whether in physical form or electronic form of real estate business undertaking of Demerged Company 1.
- (vi) All earnest monies and/or security or public deposits, tax credits, subsidies, grants, tax incentives, indirect tax credit, TDS, GST credit, etc. in connection with or relating to the real estate business undertaking of the Demerged Company 1.
- 2.23. "Real Estate Business Undertaking 2"** shall mean the real estate business of the Demerged Company 2 and shall include all assets, liabilities and Employees of the Demerged Company 2 related to such real estate business undertaking as may be more specifically decided by its Board of Directors and in particular includes the following as on the Appointed Date 1:

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudesham Pallap
Company Secretary

Membership No : 14076

For Anaika Infraventures Private Limited

Authorised Signatory

- (i) All the assets / properties of real estate business undertaking of Demerged Company 2, whether movable or immovable property as specified in **Schedule-II**, whether tangible or intangible including all rights, title, interest, covenant, including continuing rights, title and interest in connection with the land and the buildings thereon whether, corporeal or incorporeal, leasehold or freehold, and includes all rights, titles, interest and covenant, undertakings, liability relating thereto, capital work in progress, other fixed assets, shares and securities, inventory and work in progress, all the loans and includes all rights, titles, interest and advances, other assets (excluding tax refunds receivable, duty drawback incentives receivable or any other similar kind of refund due from regulatory authorities as on the Appointed Date 1) of real estate business undertaking of the Demerged Company 2 as on the Appointed Date 1.
- (ii) All the debts, borrowings and liabilities, present or future, whether secured or unsecured of the real estate business undertaking of Demerged Company 2 as on the Appointed Date 1.

For ANAIKA INDUSTRIES LIMITED
DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Subashan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

45

- (iii) All statutory licenses, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements (including but not limited to contracts / agreements with vendors, customers, government etc.), all other rights (including but not limited to right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and facilities), of real estate business undertaking of Demerged Company 2 as on the Appointed Date 1.
- (iv) All staff, workmen, and Employees engaged in real estate business undertaking of Demerged Company 2.
- (v) All records, files, papers, information, computer programs, manuals, data, catalogues, quotations, sales advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records, whether in physical form or electronic form of real estate business undertaking of Demerged Company 2.

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For Veer West Realty India Private Limited

 Director

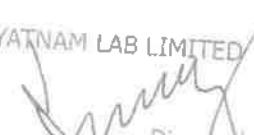
For Anaika Realty Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director
For Hetero Labs Limited


Sudeshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

 Authorised Signatory

15

- (vi) All earnest monies and/or security or public deposits, tax credits, subsidies, grants, tax incentives, indirect tax credit, TDS, GST credit, etc. in connection with or relating to the real estate business undertaking of the Demerged Company 2.
- 2.24. **"Real Estate Business Undertaking 3"** shall mean the real estate business of the Demerged Company 3 and shall include all assets, liabilities and Employees of the Demerged Company 3 related to such real estate business undertaking as may be more specifically decided by its Board of Directors and in particular includes the following as on the Appointed Date 1:

- (i) All the assets / properties of real estate business undertaking of Demerged Company 3, whether movable or immovable property as specified in **Schedule-III**, whether tangible or intangible including all rights, title, interest, covenant, including continuing rights, title and interest in connection with the land and the buildings thereon whether, corporeal or incorporeal, leasehold or freehold, and includes all rights, titles, interest and covenant, undertakings, liability relating thereto, capital work in progress, other fixed assets, shares and securities, inventory and work in progress,

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer Westi Realty India Private Limited

G.R
Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

N.B.
Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Pallap

Company Secretary

Me. Sudarshan Pall

all the loans and includes all rights, titles, interest and advances, other assets (excluding tax refunds receivable, duty drawback incentives receivable or any other similar kind of refund due from regulatory authorities as on the Appointed Date 1) of real estate business undertaking of the Demerged Company 3 as on the Appointed Date 1.

- (ii) All the debts, borrowings and liabilities, present or future, whether secured or unsecured of the real estate business undertaking of Demerged Company 3 as on the Appointed Date 1.
- (iii) All statutory licenses, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements (including but not limited to contracts / agreements with vendors, customers, government etc.), all other rights (including but not limited to right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Pallap
Company Secretary
M.A.

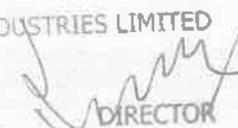
For Anaika Infraventures Private Limited

Authorised Signatory

facilities), of real estate business undertaking of Demerged Company 3 as on the Appointed Date 1.

- (iv) All staff, workmen, and Employees engaged in real estate business undertaking of Demerged Company 3.
 - (v) All records, files, papers, information, computer programs, manuals, data, catalogues, quotations, sales advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records, whether in physical form or electronic form of real estate business undertaking of Demerged Company 3.
 - (vi) All earnest monies and/or security or public deposits, tax credits, subsidies, grants, tax incentives, indirect tax credit, TDS, GST credit, etc. in connection with or relating to the real estate business undertaking of the Demerged Company 3.
- 2.25. **"Real Estate Business Undertaking 4"** shall mean the identified real estate business of the Demerged Company 4 (including the Real Estate Business Undertaking 1 and Real Estate Business Undertaking 2 received on demerger from

For ANAIKA INDUSTRIES LIMITED



DIRECTOR

For Veer West Realty India Private Limited



Director

For Anaika Realty Private Limited



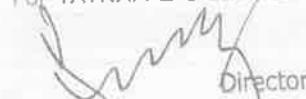
Authorised Signatory

For Anaika Properties Private Limited



Authorised Signatory

For YATNAM LAB LIMITED



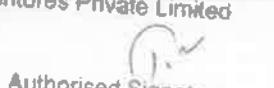
Director

For Hetero Labs Limited



Sudarshan Pallap
Company Secretary
Member of Bar Council of India 1976

For Anaika Infraventures Private Limited



Authorised Signatory

15

Demerged Company 1 and Demerged Company 2, respectively with effect from Appointed Date 1), and shall include all identified assets, liabilities and Employees of the Demerged Company 4 related to such Real Estate Business Undertaking 4 as may be more specifically decided by its Board of Directors and in particular includes the following as on the Appointed Date 2:

- (i) All the assets / properties of Real Estate Business Undertaking 4 of Demerged Company 4, including the assets/properties of Real Estate Business Undertaking 1 and Real Estate Business Undertaking 2 whether movable or immovable property as specified in **Schedule-IV**, whether tangible or intangible including all rights, title, interest, covenant, including continuing rights, title and interest in connection with the land and the buildings thereon whether, corporeal or incorporeal, leasehold or freehold, and includes all rights, titles, interest and covenant, undertakings, liability relating thereto, capital work in progress, other fixed assets, shares and securities, inventory and work in progress, all the loans and includes all rights, titles, interest and advances, other assets (excluding tax refunds receivable, duty drawback incentives receivable or any other similar kind of refund due from regulatory authorities as on the Appointed Date 2) of Real

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Subrahman Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

V.

Estate Business Undertaking 4 of the Demerged Company 4, as on the Appointed Date 2.

- (ii) All the debts, borrowings and liabilities, present or future, whether secured or unsecured of the Real Estate Business Undertaking 4 of Demerged Company 4 as on the Appointed Date 2.
- (iii) All statutory licenses, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements (including but not limited to contracts / agreements with vendors, customers, government etc.), all other rights (including but not limited to right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and facilities), of Real Estate Business Undertaking 4 of Demerged Company 4 as on the Appointed Date 2.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For YATNAM LAB LIMITED

Director

For Veer West Realty India Private Limited

Director

For Hetero Labs Limited

Sudhishan Pallap
Company Secretary
Membership No : 14076

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Infraventures Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

692

- (iv) All staff, workmen, and Employees engaged in Real Estate Business Undertaking 4 of Demerged Company 4.
- (v) All records, files, papers, information, computer programs, manuals, data, catalogues, quotations, sales advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records, whether in physical form or electronic form of Real Estate Business Undertaking 4 of Demerged Company 4.
- (vi) All earnest monies and/or security or public deposits, tax credits, subsidies, grants, tax incentives, indirect tax credit, TDS, GST credit, etc. in connection with or relating to the Real Estate Business Undertaking 4 of the Demerged Company 4.

2.26. “Real Estate Business Undertaking 5” shall mean the identified real estate business of the Demerged Company 4 (including Real Estate Business Undertaking 3 received on demerger from Demerged Company 3 with effect from Appointed Date 1) and shall include all the identified assets, liabilities and Employees of the Demerged Company 4 related to such Real Estate Business Undertaking 5 as may be more specifically decided by its Board of Directors and in particular includes the following as on the Appointed Date 2:

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director
For Helero Labs Limited

Suresh Patel
Company Secretary
M. No. 11076

For Anaika Infraventures Private Limited

Authorised Signatory

B

- (i) All the assets / properties of Real Estate Business Undertaking 5 of Demerged Company 4, including the assets/properties of Real Estate Business Undertaking 3 whether movable or immovable property as specified in Schedule-V, whether tangible or intangible including all rights, title, interest, covenant, including continuing rights, title and interest in connection with the land and the buildings thereon whether, corporeal or incorporeal, leasehold or freehold, and includes all rights, titles, interest and covenant, undertakings, liability relating thereto, capital work in progress, other fixed assets, shares and securities, inventory and work in progress, all the loans and includes all rights, titles, interest and advances, other assets (excluding tax refunds receivable, duty drawback incentives receivable or any other similar kind of refund due from regulatory authorities as on the Appointed Date 2) of Real Estate Business Undertaking 5 of the Demerged Company 4 as on the Appointed Date 2.
- (ii) All the debts, borrowings and liabilities, present or future, whether secured or unsecured of Real Estate Business Undertaking 5 of Demerged Company 4 as on the Appointed Date 2.

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For Veer West Realty India Private Limited

 Director

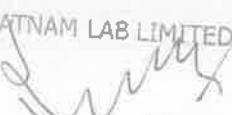
For Anaika Realty Private Limited

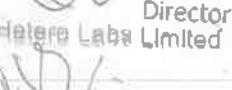
 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director
For Helene Labs Limited

 Sushilchand Patel
Company Secretary
MS No. 14076

For Anaika Infraventures Private Limited

 Authorised Signatory

695

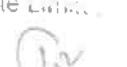
- (iii) All statutory licenses, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements (including but not limited to contracts / agreements with vendors, customers, government etc.), all other rights (including but not limited to right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and facilities), of Real Estate Business Undertaking 5 of Demerged Company 4 as on the Appointed Date 2.
- (iv) All staff, workmen, and Employees engaged in Real Estate Business Undertaking 5 of Demerged Company 4.
- (v) All records, files, papers, information, computer programs, manuals, data, catalogues, quotations, sales advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records, whether in physical form or electronic form of Real Estate Business Undertaking 5 of Demerged Company 4.

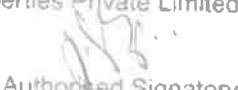
For ANAIKA INDUSTRIES LIMITED

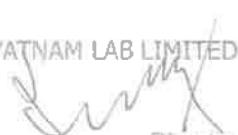
 Director

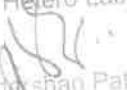
For Veer West Realty India Private Limited

 Director

For Anaika Realty Private Limited

 Authorised Signatory

For Aneika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Helero Labs Limited

 Sudeshan Pallap
 Company Secretary
 Membership No.: 14076

For Anaika Infraventures Private Limited

 Authorised Signatory

27

- (vi) All earnest monies and/or security or public deposits, tax credits, subsidies, grants, tax incentives, indirect tax credit, TDS, GST credit, etc. in connection with or relating to the Real Estate Business Undertaking 5 of the Demerged Company 4.
- 2.27. "**Real Estate Business Undertaking 6**" shall mean the identified real estate business of the Demerged Company 4 and shall include all assets, liabilities and Employees of the Demerged Company 4 related to such Real Estate Business Undertaking 6 as may be more specifically decided by its Board of Directors and in particular includes the following as on the Appointed Date 2:

- (i) All the assets / properties of Real Estate Business Undertaking 6 of Demerged Company 4, whether movable or immovable property as specified in **Schedule-VI**, whether tangible or intangible including all rights, title, interest, covenant, including continuing rights, title and interest in connection with the land and the buildings thereon whether, corporeal or incorporeal, leasehold or freehold, and includes all rights, titles, interest and covenant, undertakings, liability relating thereto, capital work in progress, other fixed assets, shares and securities, inventory and work in progress,

For ANAIKA INDUSTRIES LIMITED
Director

For Veer West Realty India Private Limited
Director

For Anaika Realty Private Limited
Authorised Signatory

For Anaika Properties Private Limited
Authorised Signatory

For YATNAM LAB LIMITED
Director

For Helero Labs Limited
Sudeshan Patlap

Company Secretary

Membership No : 14076

For Anaika Infraventures Private Limited
Authorised Signatory

all the loans and includes all rights, titles, interest and advances, other assets (excluding tax refunds receivable, duty drawback incentives receivable or any other similar kind of refund due from regulatory authorities as on the Appointed Date 2) of Real Estate Business Undertaking 6 of the Demerged Company 4 as on the Appointed Date 2.

- (ii) All the debts, borrowings and liabilities, present or future, whether secured or unsecured of the Real Estate Business Undertaking 6 of Demerged Company 4 as on the Appointed Date 2.
- (iii) All statutory licenses, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements (including but not limited to contracts / agreements with vendors, customers, government etc.), all other rights (including but not limited to right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Subhashan Patil
Company Secretary
Hetero Labs Limited

For Anaika Infraventures Private Limited

Authorised Signatory

facilities), of Real Estate Business Undertaking 6 of Demerged Company 4 as on the Appointed Date 2.

- (iv) All staff, workmen, and Employees engaged in Real Estate Business Undertaking 6 of Demerged Company 4.
 - (v) All records, files, papers, information, computer programs, manuals, data, catalogues, quotations, sales advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records, whether in physical form or electronic form of Real Estate Business Undertaking 6 of Demerged Company 4.
 - (vi) All earnest monies and/or security or public deposits, tax credits, subsidies, grants, tax incentives, indirect tax credit, TDS, GST credit, etc. in connection with or relating to the Real Estate Business Undertaking 6 of the Demerged Company 4.
- 2.28. "Record date" means the date to be fixed by the Board of Directors of the Demerged Company 4 in consultation with the Board of Directors of the Resulting Company 2, Resulting Company 3 and Resulting Company 4 for the purpose of

For ANAIKA INDUSTRIES LIMITED

For YATNAM LAB LIMITED

For Veer West Realty India Private Limited

For Hetero Labs Limited

For Anaika Realty Private Limited

For Anaika Infraventures Private Limited

For Anaika Properties Private Limited

determining the shareholders of the Demerged Company 4 to whom Equity Shares of the Resulting Company 2, Resulting Company 3 and Resulting Company 4, as applicable will be allotted pursuant to this Scheme.

- 2.29. **"Registrar of Companies"** or **"ROC"** means Registrar of Companies, Hyderabad having jurisdiction over the State of Telangana.
- 2.30. **"Remaining Undertaking"** means the undertaking of Demerged Company 4 other than Real Estate Business Undertaking 4, Real Estate Business Undertaking 5 and Real Estate Business Undertaking 6.
- 2.31. **"Resulting Company 2"** or **"Anaika Realty"** means Anaika Realty Private Limited, a private limited company incorporated under the provisions of Companies Act, 2013 and having its registered office at H.No. 8-3-166/7/1, Erragadda, Hyderabad, Telangana - 500018, India.
- 2.32. **"Resulting Company 3"** or **"Anaika Infraventures"** means Anaika Infraventures Private Limited, a private limited company incorporated under the provisions of Companies Act, 2013 and having its registered office at H. No. 8-3-166/7/1, Erragadda, Hyderabad, Telangana - 500018, India.

For ANAIKA INDUSTRIES LIMITED

 Director

For Veer West Realty India Private Limited

 Director

For Anaika Realty Private Limited

 Director

Authorised Signatory

For Anaika Properties Private Limited

 Director

Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited

 Sunilshan Pallap
Company Secretary
Member

For Anaika Infraventures Private Limited

 Director

Authorised Signatory



- 2.33. "**Resulting Company 4**" or "**Anaika Properties**" means Anaika Properties Private Limited, a private limited company incorporated under the provisions of Companies Act, 2013 and having its registered office at H. No. 8-3-166/7/1, Erragadda, Hyderabad, Telangana – 500018, India.
- 2.34. "**Scheme**" or "**this Scheme**" or "**Composite Scheme of Arrangement**" means this composite Scheme of Arrangement in its present form submitted to the Hon'ble NCLT, Hyderabad Bench or any other Appropriate Authority in the relevant jurisdictions, with any modification(s) thereto as the Hon'ble NCLT, Hyderabad Bench or any other Appropriate Authority may direct.
- 2.35. "**Transition Period**" means period starting from the date immediately after the Appointed Date 1 or Appointed Date 2, as applicable till the last of the date on which all the conditions stipulated in Clause 59 of the Scheme are fulfilled.
- 2.36. The expressions which are used in this Scheme and not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the Act and / or other applicable laws, rules,

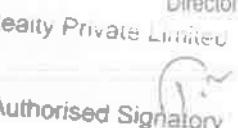
For ANAIKA INDUSTRIES LIMITED


DIRECTOR

For Veer West Realty India Private Limited


Director

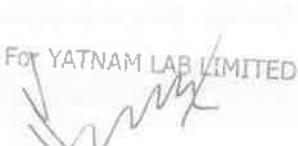
For Anaika Realty Private Limited


Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

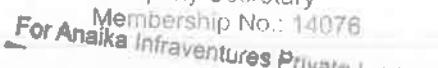
For YATNAM LAB LIMITED

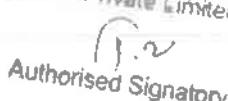

Director

For Hetero Labs Limited


Sudarshan Pallap
Company Secretary

Membership No.: 14076


For Anaika Infraventures Private Limited


Authorised Signatory

regulations, bye-laws, as the case may be, including any statutory modification or re-enactment thereof, from time to time.

3. SHARE CAPITAL OF THE COMPANIES

3.1. Anaika/ Demerged Company 1

The authorised, issued, subscribed and paid-up share capital of the Demerged Company 1 as per its Financial Statements as on March 31, 2023 is as follows:

Authorised Capital	Amount (INR)
1,00,000 Equity Shares of INR 10 each	10,00,000
Total	10,00,000
Issued, Subscribed and Paid-up Capital	Amount (INR)
1,00,000 Equity Shares of INR 10 each fully paid-up	10,00,000
Total	10,00,000

Subsequent to March 31, 2023, there has been no change in the share capital of the Demerged Company 1.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

3.2. Yatnam/ Demerged Company 2

The authorised, issued, subscribed and paid-up share capital of the Demerged Company 2 as per its Financial Statements as on March 31, 2023 is as follows:

Authorised Capital	Amount (INR)
30,00,000 Equity Shares of INR 10 each	3,00,00,000
Total	3,00,00,000
Issued, Subscribed and Paid-up Capital	Amount (INR)
1,00,000 Equity Shares of INR 10 each fully paid-up	10,00,000
Total	10,00,000

Subsequent to March 31, 2023, there has been no change in the share capital of the Demerged Company 2.

3.3. Veer West/ Demerged Company 3

The authorised, issued, subscribed and paid-up share capital of Demerged Company 3 as per its Financial Statements as on March 31, 2023 is as follows:

For ANAIKA INDUSTRIES LIMITED
Director

For Veer West Realty India Private Limited
Director

For Anaika Realty Private Limited
Authorised Signatory

For Anaika Properties Private Limited
Authorised Signatory

For YATNAM LAB LIMITED
Director

For Hetero Labs Limited
Surashan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited
Authorised Signatory

Authorised Capital	Amount (INR)
1,60,00,002 Equity Shares of INR 10 each	16,00,00,020
Total	16,00,00,020
Issued, Subscribed and Paid-up Capital	Amount (INR)
1,54,40,117 Equity Shares of INR 10 each fully paid-up	15,44,01,170
Total	15,44,01,170

Subsequent to March 31, 2023, there has been no change in the share capital of the Demerged Company 3.

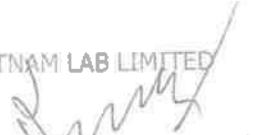
3.4. Hetero/ Demerged Company 4/ Resulting Company 1 (as applicable)

The authorised, issued, subscribed and paid-up share capital of the Demerged Company 4 or Resulting Company 1 as per its Financial Statements as on March 31, 2023 is as follows:

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For YATNAM LAB LIMITED

 Director

For Veer West Realty India Private Limited

 Director

For Hetero Labs Limited

 Sudhir Patel
176

For Anaika Realty Private Limited

 Authorised Signatory

For Anaika Infraventures Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory



Authorised Capital	Amount (INR)
32,00,00,000 Equity Shares of INR 10 each	320,00,00,000
Total	320,00,00,000
Issued, Subscribed and Paid-up Capital	Amount (INR)
27,70,56,000 Equity Shares of INR 10 each fully paid-up	277,05,60,000
Total	277,05,60,000

Subsequent to March 31, 2023, there has been no change in the share capital of the Demerged Company 4 or Resulting Company 1.

3.5. Anaika Realty/ Resulting Company 2

The authorised, issued, subscribed and paid-up share capital of the Resulting Company 2 as on the date of incorporation is as follows:

For ANAIKA INDUSTRIES LIMITED
Signature
DIRECTOR

For Veer West Realty India Private Limited
Signature
Director

For Anaika Realty Private Limited
Signature
Authorised Signatory

For Anaika Properties Private Limited
Signature
Authorised Signatory

For YATNAM LAB LIMITED
Signature
For Helero Labs Limited
Signature
Sudarshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited
Signature
Authorised Signatory

Authorised Capital	Amount (INR)
10,000 Equity Shares of INR 10 each	1,00,000
Total	1,00,000
Issued, Subscribed and Paid-up Capital	Amount (INR)
10,000 Equity Shares of INR 10 each fully paid-up	1,00,000
Total	1,00,000

Subsequent to the above date and till the date of filing the Scheme there has been no change in the authorized, issued, subscribed and paid-up share capital of the Resulting Company 2.

3.6. Anaika Infraventures/ Resulting Company 3

The authorised, issued, subscribed and paid-up share capital of the Resulting Company 3 as on the date of incorporation is as follows:

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sureshan Pallap

Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

Authorised Capital	Amount (INR)
10,000 Equity Shares of INR 10 each	1,00,000
Total	1,00,000
Issued, Subscribed and Paid-up Capital	Amount (INR)
10,000 Equity Shares of INR 10 each fully paid-up	1,00,000
Total	1,00,000

Subsequent to the above date and till the date of filing the Scheme there has been no change in the authorized, issued, subscribed and paid-up share capital of the Resulting Company 3.

3.7. Anaika Properties/ Resulting Company 4

The authorised, issued, subscribed and paid-up share capital of the Resulting Company 4 as on the date of incorporation is as follows:

For ANAIKA INDUSTRIES LIMITED



DIRECTOR

For Veer West Realty India Private Limited



Director

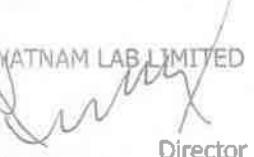
For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED



Director

For Hetaro Labs Limited

Sudeshna Paliap
Company Secretary
M/S No. 14076

For Anaika Infraventures Private Limited



Authorised Signatory

U.S.

Authorised Capital	Amount (INR)
10,000 Equity Shares of INR 10 each	1,00,000
Total	1,00,000
Issued, Subscribed and Paid-up Capital	Amount (INR)
10,000 Equity Shares of INR 10 each fully paid-up	1,00,000
Total	1,00,000

Subsequent to the above date and till the date of filing the Scheme there has been no change in the authorized, issued, subscribed and paid-up share capital of the Resulting Company 4.

4. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme shall be effective in its present form or with any modification(s) approved or imposed or directed by the NCLT or any other appropriate authority and shall become effective from the Appointed Date 1 or Appointed Date 2, as applicable as defined in Section 232 (6) of the Act.

For ANAIKA INDUSTRIES LIMITED



DIRECTOR

For Veer West Realty India Private Limited



Director

For Anaika Realty Private Limited



Authorised Signatory

For Anaika Properties Private Limited



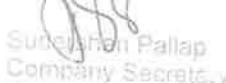
Authorised Signatory

For YATNAM LAB LIMITED



Director

For Hetero Labs Limited



Subodhan Pallap
Company Secretary

Registration No - 14076
For Anaika Infraventures Private Limited



Authorised Signatory



PART B

**DEMERGER OF REAL ESTATE BUSINESS UNDERTAKING 1 OF DEMERGED
COMPANY 1 INTO RESULTING COMPANY 1**

**5. TRANSFER AND VESTING OF REAL ESTATE BUSINESS UNDERTAKING
1 FROM THE DEMERGED COMPANY 1 INTO THE RESULTING
COMPANY 1**

5.1. Upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 1 defined in Clause 2 of this Scheme, the Real Estate Business Undertaking 1 of the Demerged Company 1, shall stand transferred to the Resulting Company 1, as provided in this Scheme, and, pursuant to the provisions of Section 230 read with section 232 and other applicable provisions of the Act, if any and also in accordance with Section 2(19AA) of the IT Act and without any further act, instrument or deed, matter or thing be transferred on a going concern basis such that as and from the Appointed Date 1 all the assets and debts outstanding, credits, liabilities, duties and obligations whatsoever concerning the Real Estate Business Undertaking 1 of the Demerged Company 1 as on the Appointed Date 1 shall, accordingly stand transferred

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Helero Labs Limited

Suresh Pillai
Company Secretary

For Anaika Intraventures Private Limited

Authorised Signatory

VS.

to and vested in and/or be deemed to be and stand transferred to and vested in the Resulting Company 1, as set out in the Scheme hereunder.

5.2. Without prejudice to Clause 5.1 above, upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 1:

(i) All immovable property (including land, buildings and any other immovable property, if any, more specifically described in **Schedule - I** to the Scheme), of the Real Estate Business Undertaking 1 of the Demerged Company 1, whether freehold or leasehold, and any documents of title, rights and easements in relation thereto, shall stand vested in the Resulting Company 1, without any act or deed done by the Demerged Company 1 or the Resulting Company 1, and without any approval or acknowledgement of any third party. With effect from the Appointed Date 1, the Resulting Company 1 shall be entitled to exercise all rights and privileges and be liable to pay all taxes and charges, and fulfil all obligations, in relation to or applicable to such immovable properties. The mutation/ substitution of the title to such immovable properties shall be made and duly recorded in the name of the Resulting Company 1 by the appropriate authorities pursuant to the sanction of the Scheme by the Tribunal in accordance with the terms hereof. The Demerged Company 1 shall take all steps

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshna Pallop
Company Secretary
Me

For Anaika Infraventures Private Limited

Authorised Signatory

W

as may be necessary to ensure that lawful, peaceful and unencumbered possession, right, title, interest of its immovable property is given to the Resulting Company 1.

- (ii) All assets of the Real Estate Business Undertaking 1 of the Demerged Company 1, as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, shall stand vested in the Resulting Company 1, and shall become the property and an integral part of the Resulting Company 1. The vesting pursuant to this sub-clause shall be deemed to have occurred by manual delivery or endorsement and delivery, as appropriate to the property being vested, and the title to such property shall be deemed to have been transferred and vested accordingly. No stamp duty shall be payable on the transfer of such movable properties upon its transfer and vesting in Resulting Company 1.

- (iii) All the debts, borrowings and liabilities, present or future, whether secured or unsecured of the Real Estate Business Undertaking 1 of Demerged Company 1 as on the Appointed Date 1, be transferred to, or deemed to be transferred to the Resulting Company 1.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited


Director

For Anaika Realty Private Limited


Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED


Director

For Hetero Labs Limited


Sudarshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited


Authorised Signatory



(iv) All statutory licenses, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements (including but not limited to contracts / agreements with vendors, customers, government etc.), all other rights (including but not limited to right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and facilities), of Real Estate Business Undertaking 1 of Demerged Company 1 as on the Appointed Date 1, be transferred to, or deemed to be transferred to the Resulting Company 1.

(v) All staff, workmen, and Employees engaged in Real Estate Business Undertaking 1 of Demerged Company 1 as on the Appointed Date 1, be transferred to, or deemed to be transferred to the Resulting Company 1.

(vi) All records, files, papers, information, computer programs, manuals, data, catalogues, quotations, sales advertising materials, lists of present and former

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Suresh Palap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

customers and suppliers, customer credit information, customer pricing information and other records, whether in physical form or electronic form of Real Estate Business Undertaking 1 of Demerged Company 1 as on the Appointed Date 1, be transferred to, or deemed to be transferred to the Resulting Company 1.

- (vii) All earnest monies and/or security or public deposits, tax credits, subsidies, grants, tax incentives, indirect tax credit, TDS, GST credit, etc. in connection with or relating to the Real Estate Business Undertaking 1 of the Demerged Company 1 as on the Appointed Date 1, be transferred to, or deemed to be transferred to the Resulting Company 1.

- 5.3. With effect from the Appointed Date 1 and upon approval of the Scheme by the Tribunal, all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description relatable to the Real Estate Business Undertaking 1 of the Demerged Company 1 which may accrue or arise after the Appointed Date 1 but which is related to the period up to the Transition Period, if any, whether quantified or not shall pursuant to the Scheme and as per the provision of Section 230 of the Act read with section 232 of the Act, without any further act or deed, be transferred to, or

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Pallav

Company Secretary

Mr. Sudarshan Pallav

For Anaika Infraventures Private Limited

Authorised Signatory

be deemed to be transferred to the Resulting Company 1, so as to become as and from the Appointed Date 1, the debts, liabilities, contingent liabilities, duties and obligations of the Resulting Company 1 and the Resulting Company 1 undertakes to meet, discharge and satisfy the same.

- 5.4. In respect of general or multipurpose borrowings, debts, liabilities, if any, shall be transferred to or be deemed to be transferred to the Resulting Company 1 as may be mutually agreed by the Board of Directors of the Demerged Company 1 and the Resulting Company 1. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this clause (though the Demerged Company 1 may, if it deems appropriate, give notice to the debtors that the debts stand transferred to and vested in the Resulting Company 1).
- 5.5. Where any of the liabilities and obligations attributed to the Real Estate Business Undertaking 1 of the Demerged Company 1 on the Appointed Date 1 has been discharged by the Demerged Company 1 after the Appointed Date 1 and prior to the date of approval of the Scheme by the Tribunal, such discharge to the extent it

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudershan Palip
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

5.

pertains to the Real Estate Business Undertaking 1 of the Demerged Company 1 shall be deemed to have been discharged for and on the behalf of the Resulting Company 1.

- 5.6. All liabilities and obligations attributed to the Real Estate Business Undertaking 1 of the Demerged Company 1, including its unsecured loans, taken over by the Resulting Company 1, may be discharged by the Resulting Company 1 by way of one-time settlement or in any other manner as the Resulting Company 1 may deem fit.

- 5.7. The transfer and vesting of the Real Estate Business Undertaking 1 of the Demerged Company 1 as aforesaid, shall be subject to the existing securities, charges, hypothecation and mortgages, if any, subsisting in relation to any loans or borrowings of the Real Estate Business Undertaking 1 of the Demerged Company 1, provided however, any reference in any security documents or arrangements, to which the Demerged Company 1 is a party, wherein the assets of the Real Estate Business Undertaking 1 of the Demerged Company 1 have been or are offered or agreed to be offered as security for any financial assistance or obligations, shall be construed as reference only to the assets pertaining to the Real Estate Business Undertaking 1 of the Demerged Company 1 as are vested in the Resulting Company 1, by virtue of this Scheme, to the end and intent that such security, charge,

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

For Hetero Labs Limited

Sudarshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

W

hypothecation and mortgage shall not extend or be deemed to extend, to any of the other assets of the Demerged Company 1 or any of the assets of the Resulting Company 1, provided further that the securities, charges, hypothecation and mortgages (if any subsisting) over and in respect of the assets or any part thereof of the Resulting Company 1 shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges, hypothecation or mortgages and shall not extend or be deemed to extend, to any of the assets of the Real Estate Business Undertaking 1 of the Demerged Company 1 as vested in the Resulting Company 1, provided always that this Scheme shall not operate to enlarge or the security for any loan, deposit or facility created by the Demerged Company 1 in relation to the Real Estate Business Undertaking 1 of the Demerged Company 1 which shall vest in the Resulting Company 1 by virtue of the vesting of the Real Estate Business Undertaking 1 of the Demerged Company 1 with the Resulting Company 1 and the Resulting Company 1 shall not be obliged to create any further or additional security therefore after the Scheme has become operative.

- 5.8. All the loans, advances and other facilities sanctioned to the Demerged Company 1 in relation to the Real Estate Business Undertaking 1 of the Demerged Company 1 by its bankers and financial institutions prior to the Appointed Date 1, which are partly

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For YATNAM LAB LIMITED

Director

For Veer West Realty India Private Limited

Director

For Hetero Labs Limited

Shwetha Pallap
Company Secretary
Ms. S. Pallap
Date: 10/07/2016

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Infraventures Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

P.

drawn or utilized shall be deemed to be the loans and advances sanctioned to the Resulting Company 1 and the said loans and advances shall be drawn and utilized either partly or fully by the Demerged Company 1 from the Appointed Date 1 till the date of approval of the Scheme by the Tribunal and all the loans, advances and other facilities so drawn by the Demerged Company 1 in relation to the Real Estate Business Undertaking 1 of the Demerged Company 1 (within the overall limits sanctioned by their bankers and financial institutions) shall on the date of approval of the Scheme by the Tribunal be treated as loans, advances and other facilities made available to the Resulting Company 1 and all the obligations of the Demerged Company 1 in relation to the Real Estate Business Undertaking 1 of the Demerged Company 1 under any loan agreement shall be construed and shall become the obligation of the Resulting Company 1 without any further act or deed on the part of the Resulting Company 1.

- 5.9. Upon approval of the Scheme by the Tribunal, the Resulting Company 1 alone shall be liable to perform all obligations in respect of the transferred liabilities, which have been transferred to it in terms of this Scheme, and the Demerged Company 1 shall not have any obligations in respect of such transferred liabilities.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Helico Labs Limited

Sureshna Pallap
Company Secretary
Manpower Regd. No. 14076

For Anaika Infraventures Private Limited

Authorised Signatory

W

- 5.10. Upon approval of the Scheme by the Tribunal, the Resulting Company 1 shall, if so required under any law or otherwise, execute deeds of confirmation or other writings or arrangement with any party to any contract or arrangement to which the Real Estate Business Undertaking 1 of Demerged Company 1 is a party in order to give formal effect to the above provisions. The Resulting Company 1 shall be deemed to be authorized to execute any such writings on behalf of the Demerged Company 1 to carry out or perform all such formalities or compliances referred to above on part of the Demerged Company 1.
- 5.11. All taxes, duties, cess payable by the Demerged Company 1 relatable to the Real Estate Business Undertaking 1 of the Demerged Company 1 including all or any refunds / claims (such as tax refunds, duty drawback incentives or any other similar kind of refund due from regulatory authorities) pertaining to the period prior to the Appointed Date 1 shall be the liability or refunds / claims, as the case may be, of the Demerged Company 1 and shall not be construed as belonging to Resulting Company 1.
- 5.12. Upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 1, all existing and future incentives, unavailed credits and exemptions, benefit of

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited


Director

For Anaika Realty Private Limited


Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED

For Retero Labs Limited


Sudershan Palap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited


Authorised Signatory

carried forward losses, unabsorbed depreciation and other statutory benefits, including in respect of income tax (including Minimum Alternative Tax), customs, VAT, sales tax, service tax, goods and services tax, other specific indirect incentives, etc. relating to the Real Estate Business Undertaking 1 to which Demerged Company 1 is entitled to shall be available to and vest in the Resulting Company 1.

- 5.13. All the licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Real Estate Business Undertaking 1 of the Demerged Company 1 and all rights and benefits that have accrued or which may accrue to the Real Estate Business Undertaking 1 of the Demerged Company 1 whether before or after the Appointed Date 1, shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions of the Act, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Resulting Company 1 so as to become as and from the Appointed Date 1 licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special

For ANAIKA INDUSTRIES LIMITED

 Director

For Veer West Realty India Private Limited

 Director

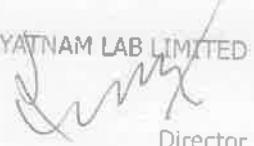
For Anaika Realty Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

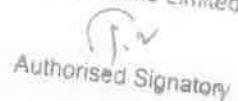
 Director

For Hetero Labs Limited

 Sudarshan Pallap

Company Secretary
Membership No - 11078

For Anaika Infraventures Private Limited

 Authorised Signatory

W

status and other benefits or privileges of the Resulting Company 1 and shall remain valid, effective and enforceable on the same terms and conditions.

- 5.14. The Resulting Company 1 shall, if required, file relevant intimations, e-forms, for the record of the statutory authorities signifying the transfer of the assets / properties including but not limited to permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorisations of the Real Estate Business Undertaking 1 of the Demerged Company 1.
- 5.15. Anaika/ Demerged Company 1 and Hetero (being the Resulting Company 1) shall be entitled to file/revise their statutory returns (if required) and related tax payment certificates and claim refunds, advance tax credits etc. as may be required consequent to the implementation of the Scheme.
- 5.16. The Scheme has been drawn up to comply with the conditions relating to "demerger" as specified under Section 2(19AA) of the IT Act. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of said section at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the IT Act shall prevail and the

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

For Hetero Labs Limited

Sugunan Pallap

Company Secretary

Membership No : 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of IT Act. Such modification will however not affect the other parts of the Scheme.

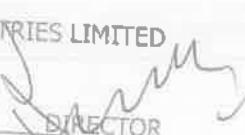
6. CONSIDERATION

- 6.1. The entire issued, subscribed and paid-up share capital of the Demerged Company 1 is held by the Resulting Company 1 and its nominee(s). Upon the Scheme becoming effective, no new shares of the Resulting Company 1 shall be allotted in lieu of the transfer/ demerger of the Real Estate Business Undertaking 1 by the Demerged Company 1 to the Resulting Company 1, to the shareholders of the Demerged Company 1, as the Resulting Company 1 itself is the shareholder of the Demerged Company 1.

7. LEGAL PROCEEDINGS

- 7.1. Upon approval of the Scheme by the Tribunal, all the legal or other proceedings by or against the Real Estate Business Undertaking 1 of the Demerged Company 1 under any statute, whether pending on the date of approval of the Scheme by the Tribunal

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For Veer West Realty India Private Limited

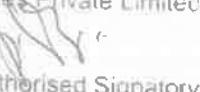
 Director

For Anaika Realty Private Limited

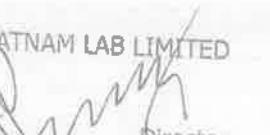
 Director

Authorised Signatory

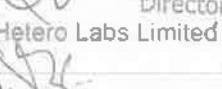
For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited

 Sudarshan Pallap

Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

 Director

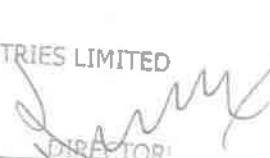
Authorised Signatory

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or which may be instituted in future in respect of any matter arising before the date of approval of the Scheme by the Tribunal and relating to the Real Estate Business Undertaking 1 of the Demerged Company 1 shall be continued and enforced by or against the Resulting Company 1 after the date of approval of the Scheme by the Tribunal . Except as otherwise provided herein, the Demerged Company 1 shall in no event be responsible or liable in relation to any such legal or other proceedings that stands transferred to the Resulting Company 1.

- 7.2. If proceedings are commenced against the Demerged Company 1 in relation to its Real Estate Business Undertaking 1, for the matters referred above between the Appointed Date 1 and the date of approval of the Scheme by the Tribunal, the Demerged Company 1 shall defend the same as per the advice of the Resulting Company 1. The Resulting Company 1 will reimburse the entire costs and indemnify the Demerged Company 1 against all liabilities incurred by the Demerged Company 1 in respect thereof.
- 7.3. If any suit, appeal or other proceedings of whatever nature by or against the Real Estate Business Undertaking 1 of the Demerged Company 1 is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of this

For ANAIKA INDUSTRIES LIMITED

 Director

For Veer West Realty India Private Limited

 Director

For Anaika Realty Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited

 Sudershan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

 Authorised Signatory



demerger or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Resulting Company 1 in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Demerged Company 1 as if the Scheme had not been made.

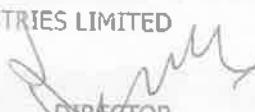
- 7.4. On and from the date of approval of the Scheme by the Tribunal, the Resulting Company 1 shall, and may, if required, initiate, continue any legal proceedings in relation to the Real Estate Business Undertaking 1 of the Demerged Company 1.

- 7.5. The transfer of the Real Estate Business Undertaking 1 of the Demerged Company 1 and the continuance of the proceedings by or against the Demerged Company 1, pursuant to this Scheme, shall not affect any transactions or proceedings already concluded by the Demerged Company 1 in the ordinary course of business on or after the Appointed Date 1 and the Resulting Company 1 accept and adopt on behalf of itself all acts, deeds and things done lawfully and executed by the Demerged Company 1 in regard thereto as having been done or executed on behalf of the Resulting Company 1, as the case may be.

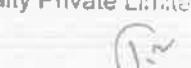
For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Really India Private Limited


Director

For Anaika Realty Private Limited


Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited


Supershan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited


Authorised Signatory

8. CONTRACTS, DEEDS, OTHER INSTRUMENTS

- 8.1. Subject to the other provisions of the Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature to which pertaining to the Real Estate Business Undertaking 1 of the Demerged Company 1 and to which the Demerged Company 1 is a party, or the benefit to which the Demerged Company 1 may be eligible, subsisting or operative immediately on or before the date of approval of the Scheme by the Tribunal, shall be in full force and effect against or in favour of Resulting Company 1 and may be enforced as fully and effectively as if instead of the Demerged Company 1 the Resulting Company 1 had been a party or beneficiary thereto. Further, Resulting Company 1 shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Demerged Company 1 and to implement or carry out all formalities required on the part of the Demerged Company 1 to give effect to the provisions of this Scheme.
- 8.2. As a consequence of the demerger of the Real Estate Business Undertaking 1 of the Demerged Company 1 into the Resulting Company 1 in accordance with or pursuant to this Scheme, the recording of change in name in the records of the statutory or regulatory authorities from the Demerged Company 1 to the Resulting Company 1,

For ANAIKA INDUSTRIES LIMITED

DIRECTOR 1

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

R.V
Authorised Signatory

For Aneika Properties Private Limited

R.V
Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

R.V
Authorised Signatory

whether pertaining to any licence, permit, approval or any other matter, or whether for the purposes of any transfer, registration, mutation or any other reason, shall be carried out by the concerned statutory or regulatory or any other appropriate authority concerned.

- 8.3. The Resulting Company 1 shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite agreement, confirmations or novation's to which the Demerged Company 1 will, if necessary, also be a party in order to give formal effect to the provisions of this Scheme, if it is so required or if it becomes necessary.

9. TAXATION MATTERS

- 9.1. Upon the demerger pursuant to and in accordance with this Scheme shall take place with effect from the Appointed Date 1 and shall be in accordance with Section 2(19AA) of the Income-tax Act, 1961. More specifically, upon the Scheme coming into effect –

- (i) all the property of the Real Estate Business Undertaking 1, being transferred by the Demerged Company 1, immediately before the

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited


Director

For Anaika Realty Private Limited


Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

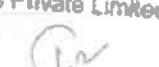
For YATNAM LAB LIMITED

Director

For Hetero Labs Limited


Supershan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited


Authorised Signatory

83

demerger, becomes the property of the Resulting Company 1 by virtue of the demerger;

- (ii) Real Estate Business Undertaking 1 Liabilities, being transferred by the Demerged Company 1, immediately before the demerger, become the liabilities of the Resulting Company 1 by virtue of the demerger;
- (iii) the property of the Real Estate Business Undertaking 1 and the Real Estate Business Undertaking 1 Liabilities being transferred by the Demerged Company 1 are transferred at values appearing in the books of account of the Demerged Company 1 immediately before the demerger;

Provided that the provisions of this sub-clause shall not apply where the Resulting Company 1 records the value of the property of the Real Estate Business Undertaking 1 and the Real Estate Business Undertaking 1 Liabilities at a value different from the value appearing in the books of account of the Demerged Company 1, immediately before the demerger, in compliance to the Indian Accounting Standards specified in Annexure to the Companies (Indian Accounting Standards) Rules, 2015:

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For Veer West Realty India Private Limited

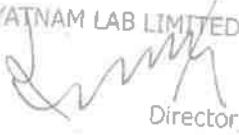
 Director

For Anaika Realty Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited

 Subhashan Pallap
 Company Secretary
 Membership No.: 14076

For Anaika Infraventures Private Limited

 Authorised Signatory

726

- (iv) the Resulting Company issues, in consideration of the demerger, its shares to the shareholders of the Demerged Company on a proportionate basis except where the Resulting Company itself is a shareholder of the Demerged Company;
- (v) the shareholders holding not less than three-fourths in value of the shares in the Demerged Company (other than shares already held therein immediately before the demerger, or by a nominee for, the Resulting Company or, its subsidiary) become shareholders of the Resulting Company by virtue of the demerger; and
- (vi) the transfer of the undertaking by virtue of the demerger is on a going concern basis.
- 9.2. This Scheme has been drawn up to comply with the conditions relating to demerger as defined under Section 2(19AA) of the Income-tax Act, 1961 and relating to carry forward of accumulated losses and unabsorbed depreciation pertaining to the "Real Estate Business Undertaking 1" as specified under Section 72A of the Income-tax Act, 1961 and other relevant sections of the Income-tax Act, 1961. If any terms or

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For Veer West Realty India Private Limited

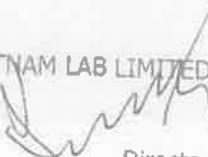
 Director

For Anaika Realty Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

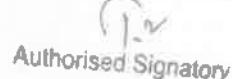
 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited

 Sugarshan Pallap
 Company Secretary
 Membership No.: 14076

For Anaika Intraventures Private Limited

 Authorised Signatory

provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the provisions of the said section of the Income-tax Act, 1961 shall prevail and the Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. The power to make such amendments, as may become necessary, shall vest with the Board of Directors of the Demerged Company 1 and the Resulting Company 1 and the same shall be exercised reasonably with the best interests of both the Companies and their stakeholders.

- 9.3. Upon the Scheme becoming effective, with effect from the Appointed Date 1 all taxes payable by the Real Estate Business Undertaking 1 of the Demerged Company 1 under the Income Tax Act, 1961, Finance Act, 1994, Customs Act, 1962, Central Excise Act, 1944, State Sales Tax laws, Central Sales Tax Act, 1956, Goods and Service Tax Act, 2017 or other applicable laws/ regulations dealing with taxes/ duties/ levies (hereinafter referred to as "Tax Laws") shall be to the account of the Resulting Company 1; similarly all credits for tax deduction at source on income of the Real Estate Business Undertaking 1 of the Demerged Company 1 or obligation for

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited


Director

For Anaika Realty Private Limited



Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

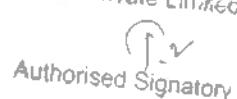
For YATNAM LAB LIMITED

Director

For Hetero Labs Limited


Suradeep Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited


Authorised Signatory



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deduction of tax at source on any payment made by or to be made by the Real Estate Business Undertaking 1 of the Demerged Company 1 shall be made or deemed to have been made and duly complied with by the Resulting Company 1 if so made by the Demerged Company 1. Similarly, any advance tax payment required to be made for by the specified due dates in the Tax Laws shall also be deemed to have been made by the Resulting Company 1 if so made by the Real Estate Business Undertaking 1 of the Demerged Company 1.

- 9.4. Any refunds under the Tax Laws due to the Real Estate Business Undertaking 1 of the Demerged Company 1 (including tax refunds, duty drawback incentives or any other similar kind of refund due from regulatory authorities) relating to the period prior to the Appointed Date 1, consequent to the assessments made on the Demerged Company 1 and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date 1 shall belong to and be received by the Demerged Company 1.

- 9.5. All taxes of any nature, duties, cesses or any other like payments or deductions made by the Real Estate Business Undertaking 1 of the Demerged Company 1 or any of its agents to any statutory authorities such as Income-tax, sales tax, and service tax, or

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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any tax deduction/ collection at source, tax credits under Tax Laws/ GST laws, etc., relating to the period after the Appointed Date 1 shall be deemed to have been on account of or paid by the Resulting Company 1, and the relevant authorities shall be bound to transfer to the account of and give credit for the same to the Resulting Company 1 upon completion of Transition Period as on the Effective Date and upon relevant proof and documents being provided to the said authorities.

- 9.6. Allowance of deduction under Sections 40(a) and 43B of the Income-tax Act, 1961, in the year of payment, of such expenses previously disallowed in the hands of the Real Estate Business Undertaking 1 of the Demerged Company 1 shall vest in and become available to the Resulting Company 1 pursuant to this Scheme.

10. CONDUCT OF BUSINESS UNTIL THE DATE OF APPROVAL OF THE SCHEME BY THE TRIBUNAL

- 10.1. With effect from the Appointed Date 1 up to the date of approval of the Scheme by the Tribunal:

For ANAIKA INDUSTRIES LIMITED
DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudershan Pallap
Company Secretary
Membership No.: 14076

For Anaika Intraventures Private Limited

Authorised Signatory

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10.1.1. Demerged Company 1 shall carry on, and be deemed to have carried on its business, operations or activities, and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the assets, properties, liabilities or Undertaking(s) pertaining to the Real Estate Business Undertaking 1 on behalf of and / or in trust for the Resulting Company 1.

10.1.2. All profits or income accruing or arising to the Real Estate Business Undertaking 1 of the Demerged Company 1 or losses arising or expenditure incurred by it, pertaining to the Real Estate Business Undertaking 1, shall for all purposes be treated as, and be deemed to be treated as, the profits or income or losses or expenditure, as the case may be, of the Resulting Company 1.

10.1.3. All assets howsoever acquired by the Demerged Company 1 for carrying on its business, operations or activities pertaining to the Real Estate Business Undertaking 1 and the liabilities relating thereto shall be deemed to have been acquired and are also contracted for and on behalf of the Resulting Company 1.

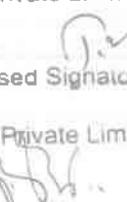
For ANAIKA INDUSTRIES LIMITED


DIRECTOR

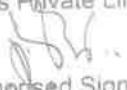
For Veer West Realty India Private Limited


Director

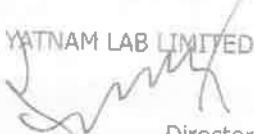
For Anaika Realty Private Limited


Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED


Director

For Hetero Labs Limited


Sudarshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited


Authorised Signatory

- 10.2. The Resulting Company 1 shall also be entitled, pending sanction of the Scheme, to apply to the Central Government, State Government, and all other agencies, department and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions which the Resulting Company 1 may require including the registration, approvals, exemptions, relieves, etc., as may be required / granted under any law for the time being in force for carrying on business of the Real Estate Business Undertaking 1 of the Demerged Company 1.
- 10.3. The transfer of assets, properties, liabilities and the continuance of proceedings by or against the Demerged Company 1 pertaining to the Real Estate Business Undertaking 1 shall not affect any transaction or proceedings already concluded by the Demerged Company 1 on or after the Appointed Date 1 to the end and intent that the Resulting Company 1 accepts and adopts all acts, deeds things done and executed by the Real Estate Business Undertaking 1 of the Demerged Company 1 in regard thereto as done executed by the Resulting Company 1 on behalf of itself.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeepan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

11. STAFF, WORKMEN AND EMPLOYEES

- 11.1. Upon approval of the Scheme by the Tribunal, all staff, workmen and Employees on the payrolls of the Real Estate Business Undertaking 1 of the Demerged Company 1 in service on the date of approval of the Scheme by the Tribunal shall be deemed to have become staff, workmen, and Employees of Resulting Company 1 on such date without any break or interruption in their service and on the terms and conditions of their employment not less favourable than those subsisting with reference to Real Estate Business Undertaking 1 of the Demerged Company 1 at the end of the Transition Period.
- 11.2. As of the date of filing of this Scheme, the Real Estate Business Undertaking 1 of the Demerged Company 1 shall make contributions to the government maintained provident fund and / or other funds in relation to all its staff, workmen and Employees. The Resulting Company 1 shall subsequent to the date of approval of the Scheme by the Tribunal make appropriate contributions towards such provident fund and / or other funds in respect of the staff, workmen and Employees taken over by it pursuant to this Scheme.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For YATNAM LAB LIMITED

Director

For Veer West Realty India Private Limited

Director

For Hetero Labs Limited

Sureshan Pallap
Company Secretary

Membership No.: 14076

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Infraventures Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

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- 11.3. It is clarified that the services of all the transferred staff, workmen and Employees of the Real Estate Business Undertaking 1 of the Demerged Company 1 engaged with Real Estate Business Undertaking 1, to the Resulting Company 1 will be treated as having been continuous for the purpose of the aforesaid employee benefits and / or liabilities. For the purpose of payment of any retrenchment compensation, gratuity, and / or other terminal benefits, and / or any other liability pertaining to staff, workmen and Employees, the past services of such staff, workmen and Employees with the Demerged Company 1 shall also be taken into account by the Resulting Company 1, which shall pay the same if and when payable.
- 11.4. In so far as the existing benefits or funds created by the Demerged Company 1 for the Remaining Employees are concerned, the same shall continue and the Demerged Company 1 shall continue to contribute to such funds and trusts in accordance with the provisions thereof, and such funds and trusts, if any, shall be held inter alia for the benefit of the Remaining Employees.
- 11.5. It is hereby clarified that the Board of the Demerged Company 1 shall solely determine the detailed list of the asset including Intangible Assets, (including balances with Government authorities), liability, Employee(s), legal or other

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sureshna Pallap
Company Secretary
Membership No: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

25

proceeding(s), etc., forming part of the Real Estate Business Undertaking 1 to be transferred/ vested in the Resulting Company 1 pursuant to the demerger under Part B above.

12. POWER TO GIVE EFFECT TO THIS PART

The Resulting Company 1 shall enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Real Estate Business Undertaking 1 of the Demerged Company 1 will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required. Further, the Resulting Company 1 shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Real Estate Business Undertaking 1 of the Demerged Company 1 and to implement or carry out all formalities required on the part of the Demerged Company 1 to give effect to the provisions of this Scheme.

13. ACCOUNTING TREATMENT

Accounting treatment in the books of Demerged Company 1

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Helero Labs Limited

Sukarshan Palkap
Company Secretary
Membership No : 14076

For Anaika Infraventures Private Limited

Authorised Signatory

Upon the Scheme becoming effective and with effect from the Appointed Date 1, Demerged Company 1 shall account for demerger in its books of accounts in accordance with the applicable Indian accounting standards ("IND AS") as notified under Section 133 of the Act, in the following manner:

- 13.1. Demerged Company 1 shall reduce the book value of assets (net of diminution/depreciation, if any) and liabilities relating to the Demerged Undertaking, transferred to Resulting Company 1 in accordance with the provisions of Section 2(19AA) of the Income Tax Act, 1961.

- 13.2. The excess of book value of the assets transferred (net of diminution/depreciation, if any) over the book value of the liabilities of the Demerged Undertaking to Resulting Company 1 shall be adjusted first to Securities Premium Account & General Reserve Account in the ratio of values of business transfer and thereafter balance, if any, to Retained earnings/profit and loss account balance of Demerged Company 1.

- 13.3. The approval granted by the shareholders of Demerged Company 1 to this Scheme shall be deemed to be approval required under the provisions of the Act.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

R.V.
Director

For Anaika Realty Private Limited

R.V.
Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited


Surveshwar Patel
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited


Authorised Signatory



- 13.4. Notwithstanding the above, the Board of Directors of Demerged Company 1, in consultation with its statutory auditors, is authorised to account any of the balances in any other manner, if such accounting treatment is considered more appropriate and is authorised by the Accounting Standards applicable to the Company and/or Generally Accepted Accounting Principles.

Accounting treatment in the books of Resulting Company 1

On the Scheme becoming effective and with effect from the Appointed Date 1, Resulting Company 1 shall account for demerger in its books of accounts in accordance with the Indian accounting standards ("IND AS") prescribed under Section 133 of the Act in the following manner:

- 13.5. Resulting Company 1 shall record the assets and liabilities (the difference between the assets and liabilities hereinafter being referred to as the "Net Assets") vested in it pursuant to this Scheme, at the respective book values thereof, as appearing in the books of accounts of Demerged Company 1, relating to Demerged Undertaking at the close of business of the day immediately preceding the Appointed Date 1 in accordance with the provisions of Section 2(19AA) of the Income Tax Act, 1961.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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- 13.6. The excess of the Net Assets as per Clause 13.5, shall be credited to same reserves as debited in the books of Demerged Company 1 with adjustment for balance, if any, to Profit and Loss Account/Retained Earnings.
- 13.7. In case Resulting Company 1 is required to follow accounting policies that are different from that of Demerged Company 1 for any regulatory reasons, the effect of the difference in the accounting policies between Demerged Company 1 and Resulting Company 1 will be quantified and adjusted in the opening reserve (other than the securities premium account), to ensure that the financial statements of Resulting Company 1 reflect the financial position on the basis of consistent accounting policy.
- 13.8. Notwithstanding the above, the Board of Directors of Resulting Company 1 is authorised to account for any of these balances in any manner whatsoever, as may be deemed fit, in accordance with the accounting standards specified under Section 133 of the Act read with the rules made thereunder including but not limited to Indian Accounting Standards (Ind-AS) 103 'Business Combination' and Generally Accepted Accounting Principles.

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For Veer West Realty India Private Limited

 Director

For Anaika Realty Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

FOR YATNAM LAB LIMITED

 Director

For Hetero Labs Limited

 Sudeshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

 Authorised Signatory

B

PART C

DEMERGER OF REAL ESTATE BUSINESS UNDERTAKING 2 OF DEMERGED COMPANY 2 INTO RESULTING COMPANY 1

14. TRANSFER AND VESTING OF REAL ESTATE BUSINESS UNDERTAKING 2 FROM THE DEMERGED COMPANY 2 INTO THE RESULTING COMPANY 1

14.1. Upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 1 defined in Clause 2 of this Scheme, the Real Estate Business Undertaking 2 of the Demerged Company 2, shall stand transferred to the Resulting Company 1, as provided in this Scheme, and, pursuant to the provisions of Section 230 read with section 232 and other applicable provisions of the Act, if any and also in accordance with Section 2(19AA) of the IT Act and without any further act, instrument or deed, matter or thing be transferred on a going concern basis such that as and from the Appointed Date 1 all the assets and debts outstanding, credits, liabilities, duties and obligations whatsoever concerning the Real Estate Business Undertaking 2 of the Demerged Company 2 as on the Appointed Date 1 shall, accordingly stand transferred

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudhakaran Pallap

Company Secretary

Memorandum No : 14076

For Anaika Infraventures Private Limited

Authorised Signatory

15

to and vested in and/or be deemed to be and stand transferred to and vested in the Resulting Company 1, as set out in the Scheme hereunder.

14.2. Without prejudice to Clause 145.1. above, upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 1:

(i) All immovable property (including land, buildings and any other immovable property, if any, more specifically described in **Schedule - II** to the Scheme), of the Real Estate Business Undertaking 2 of the Demerged Company 2, whether freehold or leasehold, and any documents of title, rights and easements in relation thereto, shall stand vested in the Resulting Company 1, without any act or deed done by the Demerged Company 2 or the Resulting Company 1, and without any approval or acknowledgement of any third party. With effect from the Appointed Date 1, the Resulting Company 1 shall be entitled to exercise all rights and privileges and be liable to pay all taxes and charges, and fulfil all obligations, in relation to or applicable to such immovable properties. The mutation/ substitution of the title to such immovable properties shall be made and duly recorded in the name of the Resulting Company 1 by the appropriate authorities pursuant to the sanction of the Scheme by the Tribunal in accordance with the terms hereof. The

For ANAIKA INDUSTRIES LIMITED



DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited



Authorised Signatory

For Anaika Properties Private Limited



Authorised Signatory

For YATNAM LAB LIMITED



Director

For Hetero Labs Limited



Sudeshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited



Authorised Signatory

27

Demerged Company 2 shall take all steps as may be necessary to ensure that lawful, peaceful and unencumbered possession, right, title, interest of its immovable property is given to the Resulting Company 1.

- (ii) All assets of the Real Estate Business Undertaking 2 of the Demerged Company 2, as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, shall stand vested in the Resulting Company 1, and shall become the property and an integral part of the Resulting Company 1. The vesting pursuant to this sub-clause shall be deemed to have occurred by manual delivery or endorsement and delivery, as appropriate to the property being vested, and the title to such property shall be deemed to have been transferred and vested accordingly. No stamp duty shall be payable on the transfer of such movable properties upon its transfer and vesting in Resulting Company 1.

- (iii) All the debts, borrowings and liabilities, present or future, whether secured or unsecured of the Real Estate Business Undertaking 2 of Demerged Company 2 as on the Appointed Date 1, be transferred to, or deemed to be transferred to the Resulting Company 1.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Director

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshan Pallap
Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

- (iv) All statutory licenses, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements (including but not limited to contracts / agreements with vendors, customers, government etc.), all other rights (including but not limited to right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and facilities), of Real Estate Business Undertaking 2 of Demerged Company 2 as on the Appointed Date 1, be transferred to, or deemed to be transferred to the Resulting Company 1.
- (v) All staff, workmen, and Employees engaged in Real Estate Business Undertaking 2 of Demerged Company 2 as on the Appointed Date 1, be transferred to, or deemed to be transferred to the Resulting Company 1.
- (vi) All records, files, papers, information, computer programs, manuals, data, catalogues, quotations, sales advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshan Pallap

Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

information and other records, whether in physical form or electronic form of Real Estate Business Undertaking 2 of Demerged Company 2 as on the Appointed Date 1, be transferred to, or deemed to be transferred to the Resulting Company 1.

- (vii) All earnest monies and/or security or public deposits, tax credits, subsidies, grants, tax incentives, indirect tax credit, TDS, GST credit, etc. in connection with or relating to the Real Estate Business Undertaking 2 of the Demerged Company 2 as on the Appointed Date 1, be transferred to, or deemed to be transferred to the Resulting Company 1.
- 14.3. With effect from the Appointed Date 1 and upon approval of the Scheme by the Tribunal, all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description relatable to the Real Estate Business Undertaking 2 of the Demerged Company 2 which may accrue or arise after the Appointed Date 1 but which is related to the period up to the Transition Period, if any, whether quantified or not shall pursuant to the Scheme and as per the provision of Section 230 of the Act read with section 232 of the Act, without any further act or deed, be transferred to, or be deemed to be transferred to the Resulting Company 1, so as to become as and from

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For VATNAM LAB LIMITED

Director

Sudhishan Pallap
Company Secretary

Membership No.: 14076
For Anaika Infraventures Private Limited

Authorised Signatory

5.

the Appointed Date 1, the debts, liabilities, contingent liabilities, duties and obligations of the Resulting Company 1 and the Resulting Company 1 undertakes to meet, discharge and satisfy the same.

- 14.4. In respect of general or multipurpose borrowings, debts, liabilities, if any, shall be transferred to or be deemed to be transferred to the Resulting Company 1 as may be mutually agreed by the Board of Directors of the Demerged Company 2 and the Resulting Company 1. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this clause (though the Demerged Company 2 may, if it deems appropriate, give notice to the debtors that the debts stand transferred to and vested in the Resulting Company 1).

- 14.5. Where any of the liabilities and obligations attributed to the Real Estate Business Undertaking 2 of the Demerged Company 2 on the Appointed Date 1 has been discharged by the Demerged Company 2 after the Appointed Date 1 and prior to the date of approval of the Scheme by the Tribunal, such discharge to the extent it

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Director

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

pertains to the Real Estate Business Undertaking 2 of the Demerged Company 2 shall be deemed to have been discharged for and on the behalf of the Resulting Company 1.

- 14.6. All liabilities and obligations attributed to the Real Estate Business Undertaking 2 of the Demerged Company 2, including its unsecured loans, taken over by the Resulting Company 1, may be discharged by the Resulting Company 1 by way of one-time settlement or in any other manner as the Resulting Company 1 may deem fit.

- 14.7. The transfer and vesting of the Real Estate Business Undertaking 2 of the Demerged Company 2 as aforesaid, shall be subject to the existing securities, charges, hypothecation and mortgages, if any, subsisting in relation to any loans or borrowings of the Real Estate Business Undertaking 2 of the Demerged Company 2, provided however, any reference in any security documents or arrangements, to which the Demerged Company 2 is a party, wherein the assets of the Real Estate Business Undertaking 2 of the Demerged Company 2 have been or are offered or agreed to be offered as security for any financial assistance or obligations, shall be construed as reference only to the assets pertaining to the Real Estate Business Undertaking 2 of the Demerged Company 2 as are vested in the Resulting Company 1, by virtue of this Scheme, to the end and intent that such security, charge,

For ANAIKA INDUSTRIES LIMITED


DIRECTOR

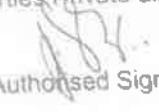
For Veer West Realty India Private Limited


Director

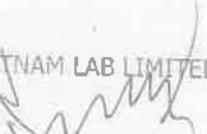
For Anaika Realty Private Limited


Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED


For Hetero Labs Limited
Director


Sunayshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited


Authorised Signatory



hypothecation and mortgage shall not extend or be deemed to extend, to any of the other assets of the Demerged Company 2 or any of the assets of the Resulting Company 1, provided further that the securities, charges, hypothecation and mortgages (if any subsisting) over and in respect of the assets or any part thereof of the Resulting Company 1 shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges, hypothecation or mortgages and shall not extend or be deemed to extend, to any of the assets of the Real Estate Business Undertaking 2 of the Demerged Company 2 as vested in the Resulting Company 1, provided always that this Scheme shall not operate to enlarge or the security for any loan, deposit or facility created by the Demerged Company 2 in relation to the Real Estate Business Undertaking 2 of the Demerged Company 2 which shall vest in the Resulting Company 1 by virtue of the vesting of the Real Estate Business Undertaking 2 of the Demerged Company 2 with the Resulting Company 1 and the Resulting Company 1 shall not be obliged to create any further or additional security therefore after the Scheme has become operative.

- 14.8. All the loans, advances and other facilities sanctioned to the Demerged Company 2 in relation to the Real Estate Business Undertaking 2 of the Demerged Company 2 by its bankers and financial institutions prior to the Appointed Date 1, which are partly

For ANAIKA INDUSTRIES LIMITED


DIRECTOR

For Veer West Realty India Private Limited

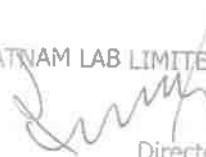

Director
For Anaika Realty Private Limited


Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

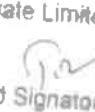
For YATNAM LAB LIMITED


Director

For Hetero Labs Limited


Sudeshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited


Authorised Signatory

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drawn or utilized shall be deemed to be the loans and advances sanctioned to the Resulting Company 1 and the said loans and advances shall be drawn and utilized either partly or fully by the Demerged Company 2 from the Appointed Date 1 till the date of approval of the Scheme by the Tribunal and all the loans, advances and other facilities so drawn by the Demerged Company 2 in relation to the Real Estate Business Undertaking 2 of the Demerged Company 2 (within the overall limits sanctioned by their bankers and financial institutions) shall on the date of approval of the Scheme by the Tribunal be treated as loans, advances and other facilities made available to the Resulting Company 1 and all the obligations of the Demerged Company 2 in relation to the Real Estate Business Undertaking 2 of the Demerged Company 2 under any loan agreement shall be construed and shall become the obligation of the Resulting Company 1 without any further act or deed on the part of the Resulting Company 1.

- 14.9. Upon approval of the Scheme by the Tribunal, the Resulting Company 1 alone shall be liable to perform all obligations in respect of the transferred liabilities, which have been transferred to it in terms of this Scheme, and the Demerged Company 2 shall not have any obligations in respect of such transferred liabilities.

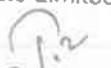
For ANAIKA INDUSTRIES LIMITED


DIRECTOR

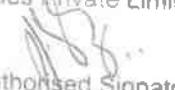
For Veer West Realty India Private Limited


Director

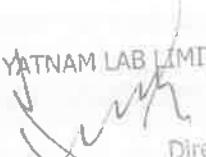
For Anaika Realty Private Limited


Authorised Signatory

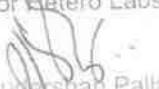
For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED


Director

For Eletero Labs Limited


Subhash Patel
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited


Authorised Signatory

14.10. Upon approval of the Scheme by the Tribunal, the Resulting Company 1 shall, if so required under any law or otherwise, execute deeds of confirmation or other writings or arrangement with any party to any contract or arrangement to which the Real Estate Business Undertaking 2 of Demerged Company 2 is a party in order to give formal effect to the above provisions. The Resulting Company 1 shall be deemed to be authorized to execute any such writings on behalf of the Demerged Company 2 to carry out or perform all such formalities or compliances referred to above on part of the Demerged Company 2.

14.11. All taxes, duties, cess payable by the Demerged Company 2 relatable to the Real Estate Business Undertaking 2 of the Demerged Company 2 including all or any refunds / claims (such as tax refunds, duty drawback incentives or any other similar kind of refund due from regulatory authorities) pertaining to the period prior to the Appointed Date 1 shall be the liability or refunds / claims, as the case may be, of the Demerged Company 2 and shall not be construed as belonging to Resulting Company

1.

14.12. Upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 1, all existing and future incentives, unavailed credits and exemptions, benefit of

For ANAIKA INDUSTRIES LIMITED


DIRECTOR

For Veer West Realty India Private Limited


Director

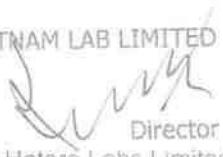
For Anaika Realty Private Limited


Authorised Signatory

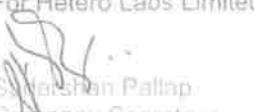
For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED


Director

For Hetero Labs Limited


Sharshain Pallan
Company Secretary
Membership No : 14076

For Anaika Infraventures Private Limited


Authorised Signatory

VI

carried forward losses, unabsorbed depreciation and other statutory benefits, including in respect of income tax (including Minimum Alternative Tax), customs, VAT, sales tax, service tax, goods and services tax, other specific indirect incentives, etc. relating to the Real Estate Business Undertaking 2 to which Demerged Company 2 is entitled to shall be available to and vest in the Resulting Company 1.

- 14.13. All the licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Real Estate Business Undertaking 2 of the Demerged Company 2 and all rights and benefits that have accrued or which may accrue to the Real Estate Business Undertaking 2 of the Demerged Company 2 whether before or after the Appointed Date 1, shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions of the Act, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Resulting Company 1 so as to become as and from the Appointed Date 1 licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights,

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Really India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Pillai
Company Secretary
Membership No.: 14076

For Anajka Infraventures Private Limited

Authorised Signatory

W.

liberties, special status and other benefits or privileges of the Resulting Company 1 and shall remain valid, effective and enforceable on the same terms and conditions.

14.14. The Resulting Company 1 shall, if required, file relevant intimations, e-forms, for the record of the statutory authorities signifying the transfer of the assets / properties including but not limited to permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorisations of the Real Estate Business Undertaking 2 of the Demerged Company 2.

14.15. Yatnam/ Demerged Company 2 and Hetero/ Resulting Company 1 shall be entitled to file/revise their statutory returns (if required) and related tax payment certificates and claim refunds, advance tax credits etc. as may be required consequent to the implementation of the Scheme.

14.16. The Scheme has been drawn up to comply with the conditions relating to "demerger" as specified under Section 2(19AA) of the IT Act. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of said section at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the IT Act shall prevail and the

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited


Director

For Anaika Realty Private Limited


Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED


Director

For Hetero Labs Limited


Subashan Pillai
Company Secretary
Memorandum No.: 14078

For Anaika Infraventures Private Limited


Authorised Signatory



Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of IT Act. Such modification will however not affect the other parts of the Scheme.

15. CONSIDERATION

- 15.1. The entire issued, subscribed and paid-up share capital of the Demerged Company 2 is held by the Resulting Company 1 and its nominee(s). Upon the Scheme becoming effective, no new shares of the Resulting Company 1 shall be allotted in lieu of the transfer of the Real Estate Business Undertaking 2 by the Demerged Company 2 to the Resulting Company 1, to the shareholders of the Demerged Company 2, as the Resulting Company 1 itself is the shareholder of the Demerged Company 2.

16. LEGAL PROCEEDINGS

- 16.1. Upon approval of the Scheme by the Tribunal, all the legal or other proceedings by or against the Real Estate Business Undertaking 2 of the Demerged Company 2 under any statute, whether pending on the date of approval of the Scheme by the Tribunal or which may be instituted in future in respect of any matter arising before the date of

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited
DIRECTOR

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director
For Hetero Labs Limited

Suresh Palap
Company Secretary
Membership No - 14076

For Anaika Infraventures Private Limited

Authorised Signatory

VS

approval of the Scheme by the Tribunal and relating to the Real Estate Business Undertaking 2 of the Demerged Company 2 shall be continued and enforced by or against the Resulting Company 1 after the date of approval of the Scheme by the Tribunal . Except as otherwise provided herein, the Demerged Company 2 shall in no event be responsible or liable in relation to any such legal or other proceedings that stands transferred to the Resulting Company 1.

- 16.2. If proceedings are commenced against the Demerged Company 2 in relation to its Real Estate Business Undertaking 2, for the matters referred above between the Appointed Date 1 and the date of approval of the Scheme by the Tribunal, the Demerged Company 2 shall defend the same as per the advice of the Resulting Company 1. The Resulting Company 1 will reimburse the entire costs and indemnify the Demerged Company 2 against all liabilities incurred by the Demerged Company 2 in respect thereof.

- 16.3. If any suit, appeal or other proceedings of whatever nature by or against the Real Estate Business Undertaking 2 of the Demerged Company 2 is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of this demerger or by anything contained in this Scheme, but the said suit, appeal or

For ANAIKA INDUSTRIES LIMITED



DIRECTOR

Mr. Veer West Realty India Private Limited

For Anaika Realty Private Limited



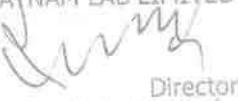
Authorised Signatory

For Anaika Properties Private Limited



Authorised Signatory

For YATNAM LAB LIMITED



Director

For Hetero Labs Limited



Subashan Pallap
Company Secretary
Memorandum No. 14076

For Anaika Infraventures Private Limited



Authorised Signatory



other legal proceedings may be continued, prosecuted and enforced by or against the Resulting Company 1 in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Demerged Company 2 as if the Scheme had not been made.

- 16.4. On and from the date of approval of the Scheme by the Tribunal, the Resulting Company 1 shall, and may, if required, initiate, continue any legal proceedings in relation to the Real Estate Business Undertaking 2 of the Demerged Company 2.
- 16.5. The transfer of the Real Estate Business Undertaking 2 of the Demerged Company 2 and the continuance of the proceedings by or against the Demerged Company 2, pursuant to this Scheme, shall not affect any transactions or proceedings already concluded by the Demerged Company 2 in the ordinary course of business on or after the Appointed Date 1 and the Resulting Company 1 accept and adopt on behalf of itself all acts, deeds and things done lawfully and executed by the Demerged Company 2 in regard thereto as having been done or executed on behalf of the Resulting Company 1, as the case may be.

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

For Anaika Properties Private Limited

Authorised Signatory

Authorised Signatory

For YATNAM LAB LIMITED

For Hetero Labs Limited

Sudarshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

V.

17. CONTRACTS, DEEDS, OTHER INSTRUMENTS

- 17.1. Subject to the other provisions of the Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature to which pertaining to the Real Estate Business Undertaking 2 of the Demerged Company 2 and to which the Demerged Company 2 is a party, or the benefit to which the Demerged Company 2 may be eligible, subsisting or operative immediately on or before the date of approval of the Scheme by the Tribunal, shall be in full force and effect against or in favour of Resulting Company 1 and may be enforced as fully and effectively as if instead of the Demerged Company 2 the Resulting Company 1 had been a party or beneficiary thereto. Further, Resulting Company 1 shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Demerged Company 2 and to implement or carry out all formalities required on the part of the Demerged Company 2 to give effect to the provisions of this Scheme.
- 17.2. As a consequence of the demerger of the Real Estate Business Undertaking 2 of the Demerged Company 2 into the Resulting Company 1 in accordance with or pursuant to this Scheme, the recording of change in name in the records of the statutory or regulatory authorities from the Demerged Company 2 to the Resulting Company 1,

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Pallap

Company Secretary /

Member - 1978

For Anaika Infraventures Private Limited

Authorised Signatory

RS.

whether pertaining to any licence, permit, approval or any other matter, or whether for the purposes of any transfer, registration, mutation or any other reason, shall be carried out by the concerned statutory or regulatory or any other appropriate authority concerned.

- 17.3. The Resulting Company 1 shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite agreement, confirmations or novation's to which the Demerged Company 2 will, if necessary, also be a party in order to give formal effect to the provisions of this Scheme, if it is so required or if it becomes necessary.

18. TAXATION MATTERS

- 18.1. Upon the demerger pursuant to and in accordance with this Scheme shall take place with effect from the Appointed Date 1 and shall be in accordance with Section 2(19AA) of the Income-tax Act, 1961. More specifically, upon the Scheme coming into effect –

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Paliap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

- (i) all the property of the Real Estate Business Undertaking 2 being transferred by the Demerged Company 2, immediately before the demerger, becomes the property of the Resulting Company 1 by virtue of the demerger;
- (ii) Real Estate Business Undertaking 2 Liabilities, being transferred by the Demerged Company 2, immediately before the demerger, become the liabilities of the Resulting Company 1 by virtue of the demerger;
- (iii) the property of the Real Estate Business Undertaking 2 and the Real Estate Business Undertaking 2 Liabilities being transferred by the Demerged Company 2 are transferred at values appearing in the books of account of the Demerged Company 2 immediately before the demerger;

Provided that the provisions of this sub-clause shall not apply where the Resulting Company 1 records the value of the property of the Real Estate Business Undertaking 2 and the Real Estate Business Undertaking 2 Liabilities at a value different from the value appearing in the books of account of the Demerged Company 2, immediately before the demerger, in

For ANAIKA INDUSTRIES LIMITED



DIRECTOR

For Veer West Realty India Private Limited



Director

For Anaika Realty Private Limited



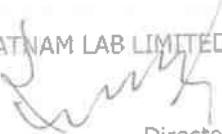
Authorised Signatory

For Anaika Properties Private Limited



Authorised Signatory

For YATNAM LAB LIMITED



Director

For Hetero Labs Limited



Cudeeshan Pallap
Company Secretary
Membership No - 14078

For Anaika Infraventures Private Limited



Authorised Signatory



compliance to the Indian Accounting Standards specified in Annexure to the Companies (Indian Accounting Standards) Rules, 2015;

- (iv) the Resulting Company 1 issues, in consideration of the demerger, its shares to the shareholders of the Demerged Company 2 on a proportionate basis except where the Resulting Company 1 itself is a shareholder of the Demerged Company 2;
- (v) the shareholders holding not less than three-fourths in value of the shares in the Demerged Company 2 (other than shares already held therein immediately before the demerger, or by a nominee for, the Resulting Company 1 or, its subsidiary) become shareholders of the Resulting Company 1 by virtue of the demerger; and
- (vi) the transfer of the undertaking by virtue of the demerger is on a going concern basis.

18.2. This Scheme has been drawn up to comply with the conditions relating to demerger as defined under Section 2(19AA) of the Income-tax Act, 1961 and relating to carry

For ANAIKA INDUSTRIES LIMITED


DIRECTOR

For Veer West Realty India Private Limited


Director

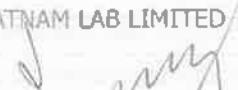
For Anaika Realty Private Limited


Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED


Director
For Hetero Labs Limited


Sudeshan Pallap
Company Secretary
Membership No : 14076

For Anaika Infraventures Private Limited


Authorised Signatory



forward of accumulated losses and unabsorbed depreciation pertaining to the "Real Estate Business Undertaking 2" as specified under Section 72A of the Income-tax Act, 1961 and other relevant sections of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the provisions of the said section of the Income-tax Act, 1961 shall prevail and the Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. The power to make such amendments, as may become necessary, shall vest with the Board of Directors of the Demerged Company 2 and the Resulting Company 1 and the same shall be exercised reasonably with the best interests of both the Companies and their stakeholders.

- 18.3. Upon the Scheme becoming effective, with effect from the Appointed Date 1 all taxes payable by the Real Estate Business Undertaking 2 of the Demerged Company 2 under the Income-tax Act, 1961, Finance Act, 1994, Customs Act, 1962, Central Excise Act, 1944, State Sales Tax laws, Central Sales Tax Act, 1956, Goods and Service Tax Act, 2017 or other applicable laws/ regulations dealing with taxes/ duties/ levies

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sureshan Pallap
Company Secretary

Membership No : 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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(hereinafter referred to as "Tax Laws") shall be to the account of the Resulting Company 1; similarly all credits for tax deduction at source on income of the Real Estate Business Undertaking 2 of the Demerged Company 2 or obligation for deduction of tax at source on any payment made by or to be made by the Real Estate Business Undertaking 2 of the Demerged Company 2 shall be made or deemed to have been made and duly complied with by the Resulting Company 1 if so made by the Demerged Company 2. Similarly, any advance tax payment required to be made for by the specified due dates in the Tax Laws shall also be deemed to have been made by the Resulting Company 1 if so, made by the Real Estate Business Undertaking 2 of the Demerged Company 2.

- 18.4 Any refunds under the Tax Laws due to the Real Estate Business Undertaking 2 of the Demerged Company 2 (including tax refunds, duty drawback incentives or any other similar kind of refund due from regulatory authorities) relating to the period prior to the Appointed Date 1, consequent to the assessments made on the Demerged Company 2 and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date 1 shall belong to and be received by the Demerged Company 2.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Subrahman Paltap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

K. S. Ravi

- 18.5. All taxes of any nature, duties, cesses or any other like payments or deductions made by the Real Estate Business Undertaking 2 of the Demerged Company 2 or any of its agents to any statutory authorities such as Income-tax, sales tax, and service tax, or any tax deduction/ collection at source, tax credits under Tax Laws/ GST laws, etc., relating to the period after the Appointed Date 1 shall be deemed to have been on account of or paid by the Resulting Company 1, and the relevant authorities shall be bound to transfer to the account of and give credit for the same to the Resulting Company 1 upon completion of Transition Period as on the Effective Date and upon relevant proof and documents being provided to the said authorities.
- 18.6. Allowance of deduction under Sections 40(a) and 43B of the Income-tax Act, 1961, in the year of payment, of such expenses previously disallowed in the hands of the Real Estate Business Undertaking 2 of the Demerged Company 2 shall vest in and become available to the Resulting Company 1 pursuant to this Scheme.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

19. CONDUCT OF BUSINESS UNTIL THE DATE OF APPROVAL OF THE SCHEME BY THE TRIBUNAL.

19.1. With effect from the Appointed Date 1 up to the date of approval of the Scheme by the Tribunal:

19.1.1. Demerged Company 2 shall carry on, and be deemed to have carried on its business, operations or activities, and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the assets, properties, liabilities or Undertaking(s) pertaining to the Real Estate Business Undertaking 2 on behalf of and / or in trust for the Resulting Company 1.

19.1.2. All profits or income accruing or arising to the Real Estate Business Undertaking 2 of the Demerged Company 2 or losses arising or expenditure incurred by it, pertaining to the Real Estate Business Undertaking 2, shall for all purposes be treated as, and be deemed to be treated as, the profits or income or losses or expenditure, as the case may be, of the Resulting Company 1.

For ANAIKA INDUSTRIES LIMITED

 Director

For Veer West Realty India Private Limited

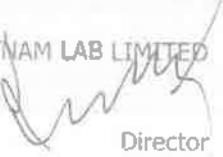
 Director

For Anaika Realty Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited

 Sudeshan Pallap
 Company Secretary
 Membership No.: 14076

For Anaika Infraventures Private Limited

 Authorised Signatory

- 19.1.3. All assets howsoever acquired by the Demerged Company 2 for carrying on its business, operations or activities pertaining to the Real Estate Business Undertaking 2 and the liabilities relating thereto shall be deemed to have been acquired and are also contracted for and on behalf of the Resulting Company 1.
- 19.2. The Resulting Company 1 shall also be entitled, pending sanction of the Scheme, to apply to the Central Government, State Government, and all other agencies, department and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions which the Resulting Company 1 may require including the registration, approvals, exemptions, relieves, etc., as may be required / granted under any law for the time being in force for carrying on business of the Real Estate Business Undertaking 2 of the Demerged Company 2.
- 19.3. The transfer of assets, properties, liabilities and the continuance of proceedings by or against the Demerged Company 2 pertaining to the Real Estate Business Undertaking 2 shall not affect any transaction or proceedings already concluded by the Demerged Company 2 on or after the Appointed Date 1 to the end and intent that the Resulting Company 1 accepts and adopts all acts, deeds things done and executed by the Real

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sukumaran Pallap

Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

Estate Business Undertaking 2 of the Demerged Company 2 in regard thereto as done executed by the Resulting Company 1 on behalf of itself.

20. STAFF, WORKMEN AND EMPLOYEES

- 20.1. Upon approval of the Scheme by the Tribunal, all staff, workmen and Employees on the payrolls of the Real Estate Business Undertaking 2 of the Demerged Company 2 in service on the date of approval of the Scheme by the Tribunal shall be deemed to have become staff, workmen, and Employees of Resulting Company 1 on such date without any break or interruption in their service and on the terms and conditions of their employment not less favourable than those subsisting with reference to Real Estate Business Undertaking 2 of the Demerged Company 2 at the end of the Transition Period.
- 20.2. As of the date of filing of this Scheme, the Real Estate Business Undertaking 2 of the Demerged Company 2 shall make contributions to the government maintained provident fund and / or other funds in relation to all its staff, workmen and Employees. The Resulting Company 1 shall subsequent to the date of approval of the Scheme by the Tribunal make appropriate contributions towards such provident fund

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

R.S.

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Dushshan Pallap
Company Secretary
Membership No. 14676

For Anaika Infraventures Private Limited

R.S.

Authorised Signatory

R.S.

and / or other funds in respect of the staff, workmen and Employees taken over by it pursuant to this Scheme.

- 20.3. It is clarified that the services of all the transferred staff, workmen and Employees of the Real Estate Business Undertaking 2 of the Demerged Company 2 engaged with Real Estate Business Undertaking 2, to the Resulting Company 1 will be treated as having been continuous for the purpose of the aforesaid employee benefits and / or liabilities. For the purpose of payment of any retrenchment compensation, gratuity, and / or other terminal benefits, and / or any other liability pertaining to staff, workmen and Employees, the past services of such staff, workmen and Employees with the Demerged Company 2 shall also be taken into account by the Resulting Company 1, which shall pay the same if and when payable.
- 20.4. In so far as the existing benefits or funds created by the Demerged Company 2 for the Remaining Employees are concerned, the same shall continue and the Demerged Company 2 shall continue to contribute to such funds and trusts in accordance with the provisions thereof, and such funds and trusts, if any, shall be held inter alia for the benefit of the Remaining Employees.

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

For Idero Labs Limited

Sureshan Pallap
Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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- 20.5. It is hereby clarified that the Board of the Demerged Company 2 shall solely determine the detailed list of the asset including Intangible Assets, (including balances with Government authorities), liability, Employee(s), legal or other proceeding(s), etc., forming part of the Real Estate Business Undertaking 2 to be transferred/ vested in the Resulting Company 1 pursuant to the demerger under Part C above.

21. POWER TO GIVE EFFECT TO THIS PART

The Resulting Company 1 shall enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Real Estate Business Undertaking 2 of the Demerged Company 2 will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required. Further, the Resulting Company 1 shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Real Estate Business Undertaking 2 of the Demerged Company 2 and to implement or carry out all formalities required on the part of the Demerged Company 2 to give effect to the provisions of this Scheme.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sutreshan Palip
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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22. ACCOUNTING TREATMENT

Accounting treatment in the books of Demerged Company 2

Upon the Scheme becoming effective and with effect from the Appointed Date 1, Demerged Company 2 shall account for demerger in its books of accounts in accordance with the applicable Indian accounting standards ("IND AS") as notified under Section 133 of the Act, in the following manner:

- 22.1. Demerged Company 2 shall reduce the book value of assets (net of diminution/depreciation, if any) and liabilities relating to the Demerged Undertaking, transferred to Resulting Company 1 in accordance with the provisions of Section 2(19AA) of the Income Tax Act, 1961.

- 22.2. The excess of book value of the assets transferred (net of diminution/depreciation, if any) over the book value of the liabilities of the Demerged Undertaking to Resulting Company 1 shall be adjusted first to Securities Premium Account & General Reserve

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sureshwar Paliwal
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

VI

Account in the ratio of values of business transfer and thereafter balance, if any, to
Retained earnings/profit and loss account balance of Demerged Company 2.

- 22.3. The approval granted by the shareholders of Demerged Company 2 to this Scheme shall be deemed to be approval required under the provisions of the Act.
- 22.4. Notwithstanding the above, the Board of Directors of Demerged Company 2, in consultation with its statutory auditors, is authorised to account any of the balances in any other manner, if such accounting treatment is considered more appropriate and is authorised by the Accounting Standards applicable to the Company and/or Generally Accepted Accounting Principles.

Accounting treatment in the books of Resulting Company 1

On the Scheme becoming effective and with effect from the Appointed Date 1, Resulting Company 1 shall account for demerger in its books of accounts in accordance with the Indian accounting standards ("IND AS") prescribed under Section 133 of the Act in the following manner:

- 22.5. Resulting Company 1 shall record the assets and liabilities (the difference between the assets and liabilities hereinafter being referred to as the "Net Assets") vested in it

For ANAIKA INDUSTRIES LIMITED

Director

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshan Palliapp
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

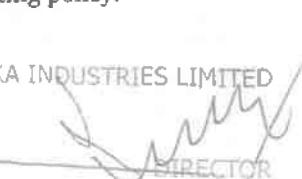
Authorised Signatory

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pursuant to this Scheme, at the respective book values thereof, as appearing in the books of accounts of Demerged Company 2, relating to Demerged Undertaking at the close of business of the day immediately preceding the Appointed Date 1 in accordance with the provisions of Section 2(19AA) of the Income Tax Act, 1961.

- 22.6. The excess of the Net Assets as per Clause 22.5, shall be credited to same reserves as debited in the books of Demerged Company 2 with adjustment for balance, if any, to Profit and Loss Account/Retained Earnings.
- 22.7. In case Resulting Company 1 is required to follow accounting policies that are different from that of Demerged Company 1 for any regulatory reasons, the effect of the difference in the accounting policies between Demerged Company 2 and Resulting Company 1 will be quantified and adjusted in the opening reserve (other than the securities premium account), to ensure that the financial statements of Resulting Company 1 reflect the financial position on the basis of consistent accounting policy.

For ANAIKA INDUSTRIES LIMITED


DIRECTOR

For Veer West Realty India Private Limited


Director

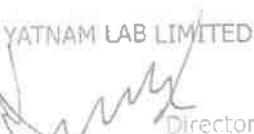
For Anaika Realty Private Limited


Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

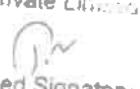
For YATNAM LAB LIMITED


Director

For Helaro Labs Limited


Sudershan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

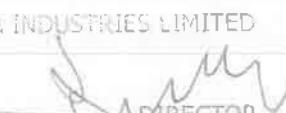

Authorised Signatory

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22.8. Notwithstanding the above, the Board of Directors of Resulting Company 1 is authorised to account for any of these balances in any manner whatsoever, as may be deemed fit, in accordance with the accounting standards specified under Section 133 of the Act read with the rules made thereunder including but not limited to Indian Accounting Standards (Ind-AS) 103 'Business Combination' and Generally Accepted Accounting Principles.

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For ANAIKA INDUSTRIES LIMITED


DIRECTOR

For Veer West Realty India Private Limited


Director

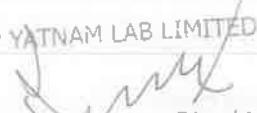
For Anaika Realty Private Limited


Authorised Signatory

For Anaika Properties Private Limited

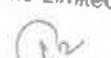

Authorised Signatory

For YATNAM LAB LIMITED


Director
For Hetero Labs Limited


Sudershan Paltap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited


Authorised Signatory

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PART D

DEMERGER OF REAL ESTATE BUSINESS UNDERTAKING 3 OF DEMERGED COMPANY 3 INTO RESULTING COMPANY 1

23. TRANSFER AND VESTING OF REAL ESTATE BUSINESS UNDERTAKING 3 FROM THE DEMERGED COMPANY 3 INTO THE RESULTING COMPANY 1

23.1. Upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 1 defined in Clause 2 of this Scheme, the Real Estate Business Undertaking 3 of the Demerged Company 3, shall stand transferred to the Resulting Company 1, as provided in this Scheme, and, pursuant to the provisions of Section 230 read with section 232 and other applicable provisions of the Act, if any and also in accordance with Section 2(19AA) of the IT Act and without any further act, instrument or deed, matter or thing be transferred on a going concern basis such that as and from the Appointed Date 1 all the assets and debts outstanding, credits, liabilities, duties and obligations whatsoever concerning the Real Estate Business Undertaking 3 of the Demerged Company 3 as on the Appointed Date 1 shall, accordingly stand transferred

For ANAIKA INDUSTRIES LIMITED

Director

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

For Hetero Labs Limited

Burnsshan Pallap
Company Secretary
Mentioned in SIC - 14076

For Anaika Infraventures Private Limited

Authorised Signatory

to and vested in and/or be deemed to be and stand transferred to and vested in the Resulting Company 1, as set out in the Scheme hereunder.

23.2. Without prejudice to Clause 235.1 above, upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 1:

(i) All immovable property (including land, buildings and any other immovable property, if any, more specifically described in **Schedule - III** to the Scheme), of the Real Estate Business Undertaking 3 of the Demerged Company 3, whether freehold or leasehold, and any documents of title, rights and easements in relation thereto, shall stand vested in the Resulting Company 1, without any act or deed done by the Demerged Company 3 or the Resulting Company 1, and without any approval or acknowledgement of any third party. With effect from the Appointed Date 1, the Resulting Company 1 shall be entitled to exercise all rights and privileges and be liable to pay all taxes and charges, and fulfil all obligations, in relation to or applicable to such immovable properties. The mutation/ substitution of the title to such immovable properties shall be made and duly recorded in the name of the Resulting Company 1 by the appropriate authorities pursuant to the sanction of the Scheme by the Tribunal in accordance with the terms hereof. The

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Aneika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeepan Pallap
Company Secretary
Membership No. 14076

For Anaika Infraventures Private Limited

Authorised Signatory

V5

Demerged Company 3 shall take all steps as may be necessary to ensure that lawful, peaceful and unencumbered possession, right, title, interest of its immovable property is given to the Resulting Company 1.

- (ii) All assets of the Real Estate Business Undertaking 3 of the Demerged Company 3, as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, shall stand vested in the Resulting Company 1, and shall become the property and an integral part of the Resulting Company 1. The vesting pursuant to this sub-clause shall be deemed to have occurred by manual delivery or endorsement and delivery, as appropriate to the property being vested, and the title to such property shall be deemed to have been transferred and vested accordingly. No stamp duty shall be payable on the transfer of such movable properties upon its transfer and vesting in Resulting Company 1.

- (iii) All the debts, borrowings and liabilities, present or future, whether secured or unsecured of the Real Estate Business Undertaking 3 of Demerged Company 3 as on the Appointed Date 1, be transferred to, or deemed to be transferred to the Resulting Company 1.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited


Director

For Anaika Realty Private Limited



Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshan Pallap.
Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited


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- (iv) All statutory licenses, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements (including but not limited to contracts / agreements with vendors, customers, government etc.), all other rights (including but not limited to right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and facilities), of Real Estate Business Undertaking 3 of Demerged Company 3 as on the Appointed Date 1, be transferred to, or deemed to be transferred to the Resulting Company 1.
- (v) All staff, workmen, and Employees engaged in Real Estate Business Undertaking 3 of Demerged Company 3 as on the Appointed Date 1, be transferred to, or deemed to be transferred to the Resulting Company 1.
- (vi) All records, files, papers, information, computer programs, manuals, data, catalogues, quotations, sales advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

VS

information and other records, whether in physical form or electronic form of Real Estate Business Undertaking 3 of Demerged Company 3 as on the Appointed Date 1, be transferred to, or deemed to be transferred to the Resulting Company 1.

- (vii) All earnest monies and/or security or public deposits, tax credits, subsidies, grants, tax incentives, indirect tax credit, TDS, GST credit, etc. in connection with or relating to the Real Estate Business Undertaking 3 of the Demerged Company 3 as on the Appointed Date 1, be transferred to, or deemed to be transferred to the Resulting Company 1.

23.3. With effect from the Appointed Date 1 and upon approval of the Scheme by the Tribunal, all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description relatable to the Real Estate Business Undertaking 3 of the Demerged Company 3 which may accrue or arise after the Appointed Date 1 but which is related to the period up to the Transition Period, if any, whether quantified or not shall pursuant to the Scheme and as per the provision of Section 230 of the Act read with section 232 of the Act, without any further act or deed, be transferred to, or be deemed to be transferred to the Resulting Company 1, so as to become as and from

For ANAIKA INDUSTRIES LIMITED


DIRECTOR

For Veer West Realty India Private Limited


Director

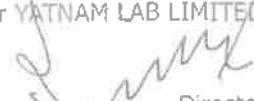
For Anaika Realty Private Limited


Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED


Director

For Hetero Labs Limited


Sudeshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited


Authorised Signatory

the Appointed Date 1, the debts, liabilities, contingent liabilities, duties and obligations of the Resulting Company 1 and the Resulting Company 1 undertakes to meet, discharge and satisfy the same.

- 23.4. In respect of general or multipurpose borrowings, debts, liabilities, if any, shall be transferred to or be deemed to be transferred to the Resulting Company 1 as may be mutually agreed by the Board of Directors of the Demerged Company 3 and the Resulting Company 1. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this clause (though the Demerged Company 3 may, if it deems appropriate, give notice to the debtors that the debts stand transferred to and vested in the Resulting Company 1).

- 23.5. Where any of the liabilities and obligations attributed to the Real Estate Business Undertaking 3 of the Demerged Company 3 on the Appointed Date 1 has been discharged by the Demerged Company 3 after the Appointed Date 1 and prior to the date of approval of the Scheme by the Tribunal, such discharge to the extent it

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeepan Patnaik

Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

pertains to the Real Estate Business Undertaking 3 of the Demerged Company 3 shall be deemed to have been discharged for and on the behalf of the Resulting Company 1.

- 23.6. All liabilities and obligations attributed to the Real Estate Business Undertaking 3 of the Demerged Company 3, including its unsecured loans, taken over by the Resulting Company 1, may be discharged by the Resulting Company 1 by way of one-time settlement or in any other manner as the Resulting Company 1 may deem fit.
- 23.7. The transfer and vesting of the Real Estate Business Undertaking 3 of the Demerged Company 3 as aforesaid, shall be subject to the existing securities, charges, hypothecation and mortgages, if any, subsisting in relation to any loans or borrowings of the Real Estate Business Undertaking 3 of the Demerged Company 3, provided however, any reference in any security documents or arrangements, to which the Demerged Company 3 is a party, wherein the assets of the Real Estate Business Undertaking 3 of the Demerged Company 3 have been or are offered or agreed to be offered as security for any financial assistance or obligations, shall be construed as reference only to the assets pertaining to the Real Estate Business Undertaking 3 of the Demerged Company 3 as are vested in the Resulting Company 1, by virtue of this Scheme, to the end and intent that such security, charge,

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private L.

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For VATNAM LAB LIMITED

Director
For Helio Labs Limited

Quinnian Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

hypothecation and mortgage shall not extend or be deemed to extend, to any of the other assets of the Demerged Company 3 or any of the assets of the Resulting Company 1, provided further that the securities, charges, hypothecation and mortgages (if any subsisting) over and in respect of the assets or any part thereof of the Resulting Company 1 shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges, hypothecation or mortgages and shall not extend or be deemed to extend, to any of the assets of the Real Estate Business Undertaking 3 of the Demerged Company 3 as vested in the Resulting Company 1, provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by the Demerged Company 3 in relation to the Real Estate Business Undertaking 3 of the Demerged Company 3 which shall vest in the Resulting Company 1 by virtue of the vesting of the Real Estate Business Undertaking 3 of the Demerged Company 3 with the Resulting Company 1 and the Resulting Company 1 shall not be obliged to create any further or additional security therefore after the Scheme has become operative.

- 23.8. All the loans, advances and other facilities sanctioned to the Demerged Company 3 in relation to the Real Estate Business Undertaking 3 of the Demerged Company 3 by its bankers and financial institutions prior to the Appointed Date 1, which are partly

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

110

For Anaika Realty Private

ate Limited

For Anilika Properties Private Limited

Authorised Signatory
Properties Private Limited

For YATNAM JAR LIMITED

Vivax
Director
For H. H. & C. Ltd.

For Hele & Lays Limited

Sudhishan Pallao
Company Secretary

For Anika Infraventures Private Limited

Authorised Signature

drawn or utilized shall be deemed to be the loans and advances sanctioned to the Resulting Company 1 and the said loans and advances shall be drawn and utilized either partly or fully by the Demerged Company 3 from the Appointed Date 1 till the date of approval of the Scheme by the Tribunal and all the loans, advances and other facilities so drawn by the Demerged Company 3 in relation to the Real Estate Business Undertaking 3 of the Demerged Company 3 (within the overall limits sanctioned by their bankers and financial institutions) shall on the date of approval of the Scheme by the Tribunal be treated as loans, advances and other facilities made available to the Resulting Company 1 and all the obligations of the Demerged Company 3 in relation to the Real Estate Business Undertaking 3 of the Demerged Company 3 under any loan agreement shall be construed and shall become the obligation of the Resulting Company 1 without any further act or deed on the part of the Resulting Company 1.

- 23.9. Upon approval of the Scheme by the Tribunal, the Resulting Company 1 alone shall be liable to perform all obligations in respect of the transferred liabilities, which have been transferred to it in terms of this Scheme, and the Demerged Company 3 shall not have any obligations in respect of such transferred liabilities.

For ANAIKA INDUSTRIES LIMITED

 Director

For Veer West Realty India Private Limited

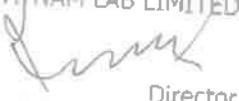

 Director

For Anaika Realty Private Limited


 Authorised Signatory

For Anaika Properties Private Limited


 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited


 Sudershan Pallap
 Company Secretary
 Membership No.: 14076

For Anaika Infraventures Private Limited


 Authorised Signatory



23.10. Upon approval of the Scheme by the Tribunal, the Resulting Company 1 shall, if so required under any law or otherwise, execute deeds of confirmation or other writings or arrangement with any party to any contract or arrangement to which the Real Estate Business Undertaking 3 of Demerged Company 3 is a party in order to give formal effect to the above provisions. The Resulting Company 1 shall be deemed to be authorized to execute any such writings on behalf of the Demerged Company 3 to carry out or perform all such formalities or compliances referred to above on part of the Demerged Company 3.

23.11. All taxes, duties, cess payable by the Demerged Company 3 relatable to the Real Estate Business Undertaking 3 of the Demerged Company 3 including all or any refunds / claims (such as tax refunds, duty drawback incentives or any other similar kind of refund due from regulatory authorities) pertaining to the period prior to the Appointed Date 1 shall be the liability or refunds / claims, as the case may be, of the Demerged Company 3 and shall not be construed as belonging to Resulting Company 1.

23.12. Upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 1, all existing and future incentives, unavailed credits and exemptions, benefit of

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

For Hetero Labs Limited

Sureshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

V

carried forward losses, unabsorbed depreciation and other statutory benefits, including in respect of income tax (including Minimum Alternative Tax), customs, VAT, sales tax, service tax, goods and services tax, other specific indirect incentives, etc. relating to the Real Estate Business Undertaking 3 to which Demerged Company 3 is entitled to shall be available to and vest in the Resulting Company 1.

- 23.13. All the licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Real Estate Business Undertaking 3 of the Demerged Company 3 and all rights and benefits that have accrued or which may accrue to the Real Estate Business Undertaking 3 of the Demerged Company 3 whether before or after the Appointed Date 1, shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions of the Act, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Resulting Company 1 so as to become as and from the Appointed Date 1 licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights,

For ANAIKA INDUSTRIES LIMITED

For YATNAM LAB LIMITED

For Veer West Really India Private Limited

For Hetero Labs Limited

For Anaika Really Private Limited

Sudershan Patap

Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

For Anaika Properties Private Limited

Authorised Signatory

liberties, special status and other benefits or privileges of the Resulting Company 1 and shall remain valid, effective and enforceable on the same terms and conditions.

23.14. The Resulting Company 1 shall, if required, file relevant intimations, e-forms, for the record of the statutory authorities signifying the transfer of the assets / properties including but not limited to permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorisations of the Real Estate Business Undertaking 3 of the Demerged Company 3.

23.15. Veer West and Hetero shall be entitled to file/revise their statutory returns (if required) and related tax payment certificates and claim refunds, advance tax credits etc. as may be required consequent to the implementation of the Scheme.

23.16. The Scheme has been drawn up to comply with the conditions relating to "demerger" as specified under Section 2(19AA) of the IT Act. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of said section at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the IT Act shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with

For ANAIKA INDUSTRIES LIMITED


DIRECTOR

For Veer West Realty India Private Limited


Director

For Anaika Realty Private Limited

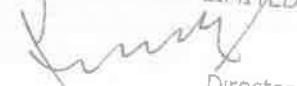

Director

Authorised Signatory

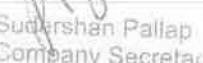
For Anaika Properties Private Limited


Authorised Signatory

FOR YATNAM LAB LIMITED


Director

For Hetero Labs Limited


Sudershan Pallap
Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited


Authorised Signatory

V

Section 2(19AA) of IT Act. Such modification will however not affect the other parts of the Scheme.

24. CONSIDERATION

- 24.1. The entire issued, subscribed and paid-up share capital of the Demerged Company 3 is held by the Resulting Company 1 and its nominee(s). Upon the Scheme becoming effective, no new shares of the Resulting Company 1 shall be allotted in lieu of the transfer of the Real Estate Business Undertaking 3 by the Demerged Company 3 to the Resulting Company 1, to the shareholders of the Demerged Company 3, as the Resulting Company 1 itself is the shareholder of the Demerged Company 3.

25. LEGAL PROCEEDINGS

- 25.1. Upon approval of the Scheme by the Tribunal, all the legal or other proceedings by or against the Real Estate Business Undertaking 3 of the Demerged Company 3 under any statute, whether pending on the date of approval of the Scheme by the Tribunal or which may be instituted in future in respect of any matter arising before the date of approval of the Scheme by the Tribunal and relating to the Real Estate Business

For ANAIKA INDUSTRIES LIMITED

For YATNAM LAB LIMITED

For Veer West Realty India Private Limited

For Helero Labs Limited

For Anaika Realty Private Limited

Sureshan Pallap
Company Secretar
Membership No. 10078

Authorised Signatory
For Anaika Firestone Private Limited

For Anaika Infraventures Private Limited

Authorised Signatory

Undertaking 3 of the Demerged Company 3 shall be continued and enforced by or against the Resulting Company 1 after the date of approval of the Scheme by the Tribunal . Except as otherwise provided herein, the Demerged Company 3 shall in no event be responsible or liable in relation to any such legal or other proceedings that stands transferred to the Resulting Company 1.

- 25.2. If proceedings are commenced against the Demerged Company 3 in relation to its Real Estate Business Undertaking 3, for the matters referred above between the Appointed Date 1 and the date of approval of the Scheme by the Tribunal, the Demerged Company 3 shall defend the same as per the advice of the Resulting Company 1. The Resulting Company 1 will reimburse the entire costs and indemnify the Demerged Company 3 against all liabilities incurred by the Demerged Company 3 in respect thereof.

- 25.3. If any suit, appeal or other proceedings of whatever nature by or against the Real Estate Business Undertaking 3 of the Demerged Company 3 is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of this demerger or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director
For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Suresh Pallap
Company Secretary
Membership No. 1107

For Anaika Infraventures Private Limited

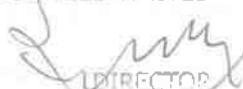
Authorised Signatory

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Resulting Company 1 in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Demerged Company 3 as if the Scheme had not been made.

- 25.4. On and from the date of approval of the Scheme by the Tribunal, the Resulting Company 1 shall, and may, if required, initiate, continue any legal proceedings in relation to the Real Estate Business Undertaking 3 of the Demerged Company 3.
- 25.5. The transfer of the Real Estate Business Undertaking 3 of the Demerged Company 3 and the continuance of the proceedings by or against the Demerged Company 3, pursuant to this Scheme, shall not affect any transactions or proceedings already concluded by the Demerged Company 3 in the ordinary course of business on or after the Appointed Date 1 and the Resulting Company 1 accept and adopt on behalf of itself all acts, deeds and things done lawfully and executed by the Demerged Company 3 in regard thereto as having been done or executed on behalf of the Resulting Company 1, as the case may be.

For ANAIKA INDUSTRIES LIMITED



DIRECTOR

For Veer West Realty India Private Limited



Director
For Anaika Realty Private Limited

Authorised Signatory

For Anika Propert



Authorised Signatory

For VATTNAM LAB LIMITED



Director

For Hetero Labs Limited



Director
Sourshan Pallap
Company Secretary
Member of ICAI

For Anika Infraventures Private Limited



Authorised Signatory



26. CONTRACTS, DEEDS, OTHER INSTRUMENTS

- 26.1. Subject to the other provisions of the Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature to which pertaining to the Real Estate Business Undertaking 3 of the Demerged Company 3 and to which the Demerged Company 3 is a party, or the benefit to which the Demerged Company 3 may be eligible, subsisting or operative immediately on or before the date of approval of the Scheme by the Tribunal, shall be in full force and effect against or in favour of Resulting Company 1 and may be enforced as fully and effectively as if instead of the Demerged Company 3 the Resulting Company 1 had been a party or beneficiary thereto. Further, Resulting Company 1 shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Demerged Company 3 and to implement or carry out all formalities required on the part of the Demerged Company 3 to give effect to the provisions of this Scheme.
- 26.2. As a consequence of the demerger of the Real Estate Business Undertaking 3 of the Demerged Company 3 into the Resulting Company 1 in accordance with or pursuant to this Scheme, the recording of change in name in the records of the statutory or regulatory authorities from the Demerged Company 3 to the Resulting Company 1,

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

For Anaika Infraventures Private Limited

Authorised Signatory

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whether pertaining to any licence, permit, approval or any other matter, or whether for the purposes of any transfer, registration, mutation or any other reason, shall be carried out by the concerned statutory or regulatory or any other appropriate authority concerned.

- 26.3. The Resulting Company 1 shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite agreement, confirmations or novation's to which the Demerged Company 3 will, if necessary, also be a party in order to give formal effect to the provisions of this Scheme, if it is so required or if it becomes necessary.

27. TAXATION MATTERS

- 27.1. Upon the demerger pursuant to and in accordance with this Scheme shall take place with effect from the Appointed Date 1 and shall be in accordance with Section 2(19AA) of the Income-tax Act, 1961. More specifically, upon the Scheme coming into effect –

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Really India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For VATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Pallap
Company Secretary

For Anaika Infraventures Private Limited

Authorised Signatory

- (i) all the property of the Real Estate Business Undertaking 3 being transferred by the Demerged Company 3, immediately before the demerger, becomes the property of the Resulting Company 1 by virtue of the demerger;
- (ii) Real Estate Business Undertaking 3 Liabilities, being transferred by the Demerged Company 3, immediately before the demerger, become the liabilities of the Resulting Company 1 by virtue of the demerger;
- (iii) the property of the Real Estate Business Undertaking 3 and the Real Estate Business Undertaking 3 Liabilities being transferred by the Demerged Company 3 are transferred at values appearing in the books of account of the Demerged Company 3 immediately before the demerger;

Provided that the provisions of this sub-clause shall not apply where the Resulting Company 1 records the value of the property of the Real Estate Business Undertaking 3 and the Real Estate Business Undertaking 3 Liabilities at a value different from the value appearing in the books of account of the Demerged Company 3, immediately before the demerger, in

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sukarshan Pallap
Company Secretary
Membership No. 14076

For Anaika Infraventures Private Limited

Authorised Signatory

compliance to the Indian Accounting Standards specified in Annexure to the Companies (Indian Accounting Standards) Rules, 2015;

- (iv) the Resulting Company 1 issues, in consideration of the demerger, its shares to the shareholders of the Demerged Company 3 on a proportionate basis except where the Resulting Company 1 itself is a shareholder of the Demerged Company 3;
 - (v) the shareholders holding not less than three-fourths in value of the shares in the Demerged Company 3 (other than shares already held therein immediately before the demerger, or by a nominee for, the Resulting Company 1 or, its subsidiary) become shareholders of the Resulting Company 1 by virtue of the demerger; and
 - (vi) the transfer of the undertaking by virtue of the demerger is on a going concern basis.
- 27.2. This Scheme has been drawn up to comply with the conditions relating to demerger as defined under Section 2(19AA) of the Income-tax Act, 1961 and relating to carry

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For YATHAM LAB LIMITED

Director

For Veer West Realty India Private Limited

Director

For Hetero Labs Limited

Sureshna Pallap
Company Secretary
Membership No.: 14076

For Anaika Realty Private Limited

Director

For Anaika Infraventures Private

Authorised Signatory

For Anaika Properties Private Limited

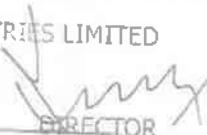
Authorised Signatory

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forward of accumulated losses and unabsorbed depreciation pertaining to the "Real Estate Business Undertaking 3" as specified under Section 72A of the Income-tax Act, 1961 and other relevant sections of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the provisions of the said section of the Income-tax Act, 1961 shall prevail and the Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. The power to make such amendments, as may become necessary, shall vest with the Board of Directors of the Demerged Company 3 and the Resulting Company 1 and the same shall be exercised reasonably with the best interests of both the Companies and their stakeholders.

- 27.3. Upon the Scheme becoming effective, with effect from the Appointed Date 1 all taxes payable by the Real Estate Business Undertaking 3 of the Demerged Company 3 under the Income-tax Act, 1961, Finance Act, 1994, Customs Act, 1962, Central Excise Act, 1944, State Sales Tax laws, Central Sales Tax Act, 1956, Goods and Service Tax Act, 2017 or other applicable laws/ regulations dealing with taxes/ duties/ levies

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For Veer West Realty India Private Limited

 Director

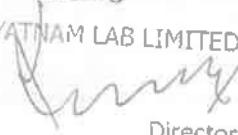
For Anaika Realty Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

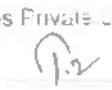
For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited

 Subashan Pallap
Company Secretary
Membership No - 13374

For Anaika Infraventures Private Limited

 Authorised Signatory



(hereinafter referred to as "Tax Laws") shall be to the account of the Resulting Company 1; similarly all credits for tax deduction at source on income of the Real Estate Business Undertaking 3 of the Demerged Company 3 or obligation for deduction of tax at source on any payment made by or to be made by the Real Estate Business Undertaking 3 of the Demerged Company 3 shall be made or deemed to have been made and duly complied with by the Resulting Company 1 if so made by the Demerged Company 3. Similarly, any advance tax payment required to be made for by the specified due dates in the Tax Laws shall also be deemed to have been made by the Resulting Company 1 if so made by the Real Estate Business Undertaking 3 of the Demerged Company 3.

- 27.4. Any refunds under the Tax Laws due to the Real Estate Business Undertaking 3 of the Demerged Company 3 (including tax refunds, duty drawback incentives or any other similar kind of refund due from regulatory authorities) relating to the period prior to the Appointed Date 1, consequent to the assessments made on the Demerged Company 3 and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date 1 shall belong to and be received by the Demerged Company 3.

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

Authorised Signatory
For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

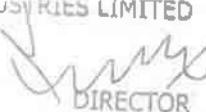
For Hetero Labs Limited

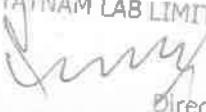
Sudeshan Pallap
Company Secretary
Membership No.: 14076

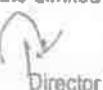
For Anaika Infraventures Private Limited

Authorised Signatory

- 27.5. All taxes of any nature, duties, cesses or any other like payments or deductions made by the Real Estate Business Undertaking 3 of the Demerged Company 3 or any of its agents to any statutory authorities such as Income-tax, sales tax, and service tax, or any tax deduction/ collection at source, tax credits under Tax Laws/ GST laws, etc., relating to the period after the Appointed Date 1 shall be deemed to have been on account of or paid by the Resulting Company 1, and the relevant authorities shall be bound to transfer to the account of and give credit for the same to the Resulting Company 1 upon completion of Transition Period as on the Effective Date and upon relevant proof and documents being provided to the said authorities.
- 27.6. Allowance of deduction under Sections 40(a) and 43B of the Income-tax Act, 1961, in the year of payment, of such expenses previously disallowed in the hands of the Real Estate Business Undertaking 3 of the Demerged Company 3 shall vest in and become available to the Resulting Company 1 pursuant to this Scheme.

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For YATNAM LAB LIMITED

 Director

For Veer West Realty India Private Limited

 Director
 For Anaika Realty Private Limited

 Authorised Signatory

For Hetero Labs Limited

 Director
 Sardarshan Patel
 Company Secretary
 Membership No.: 14076
 For Anaika Infraventures Private Limited

For Anaika Properties Private Limited

 Authorised Signatory


 Authorised Signatory

28. CONDUCT OF BUSINESS UNTIL THE DATE OF APPROVAL OF THE SCHEME BY THE TRIBUNAL

28.1. With effect from the Appointed Date 1 up to the date of approval of the Scheme by the Tribunal:

28.1.1. Demerged Company 3 shall carry on, and be deemed to have carried on its business, operations or activities, and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the assets, properties, liabilities or Undertaking(s) pertaining to the Real Estate Business Undertaking 3 on behalf of and / or in trust for the Resulting Company 1.

28.1.2. All profits or income accruing or arising to the Real Estate Business Undertaking 3 of the Demerged Company 3 or losses arising or expenditure incurred by it, pertaining to the Real Estate Business Undertaking 3, shall for all purposes be treated as, and be deemed to be treated as, the profits or income or losses or expenditure, as the case may be, of the Resulting Company 1.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Subershini Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

- 28.1.3. All assets howsoever acquired by the Demerged Company 3 for carrying on its business, operations or activities pertaining to the Real Estate Business Undertaking 3 and the liabilities relating thereto shall be deemed to have been acquired and are also contracted for and on behalf of the Resulting Company 1.
- 28.2. The Resulting Company 1 shall also be entitled, pending sanction of the Scheme, to apply to the Central Government, State Government, and all other agencies, department and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions which the Resulting Company 1 may require including the registration, approvals, exemptions, relieves, etc., as may be required / granted under any law for the time being in force for carrying on business of the Real Estate Business Undertaking 3 of the Demerged Company 3.
- 28.3. The transfer of assets, properties, liabilities and the continuance of proceedings by or against the Demerged Company 3 pertaining to the Real Estate Business Undertaking 3 shall not affect any transaction or proceedings already concluded by the Demerged Company 3 on or after the Appointed Date 1 to the end and intent that the Resulting Company 1 accepts and adopts all acts, deeds things done and executed by the Real

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Director

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YAFNAM LAB LIMITED

For Hetero Labs Limited

Sudershan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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- Estate Business Undertaking 3 of the Demerged Company 3 in regard thereto as done executed by the Resulting Company 1 on behalf of itself.

29. STAFF, WORKMEN AND EMPLOYEES

- 29.1. Upon approval of the Scheme by the Tribunal, all staff, workmen and Employees on the payrolls of the Real Estate Business Undertaking 3 of the Demerged Company 3 in service on the date of approval of the Scheme by the Tribunal shall be deemed to have become staff, workmen, and Employees of Resulting Company 1 on such date without any break or interruption in their service and on the terms and conditions of their employment not less favourable than those subsisting with reference to Real Estate Business Undertaking 3 of the Demerged Company 3 at the end of the Transition Period.
- 29.2. As of the date of filing of this Scheme, the Real Estate Business Undertaking 3 of the Demerged Company 3 shall make contributions to the government maintained provident fund and / or other funds in relation to all its staff, workmen and Employees. The Resulting Company 1 shall subsequent to the date of approval of the Scheme by the Tribunal make appropriate contributions towards such provident fund

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Helero Lab Director

Sudeshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

and / or other funds in respect of the staff, workmen and Employees taken over by it pursuant to this Scheme.

- 29.3. It is clarified that the services of all the transferred staff, workmen and Employees of the Real Estate Business Undertaking 3 of the Demerged Company 3 engaged with Real Estate Business Undertaking 3, to the Resulting Company 1 will be treated as having been continuous for the purpose of the aforesaid employee benefits and / or liabilities. For the purpose of payment of any retrenchment compensation, gratuity, and / or other terminal benefits, and / or any other liability pertaining to staff, workmen and Employees, the past services of such staff, workmen and Employees with the Demerged Company 3 shall also be taken into account by the Resulting Company 1, which shall pay the same if and when payable.
- 29.4. In so far as the existing benefits or funds created by the Demerged Company 3 for the Remaining Employees are concerned, the same shall continue and the Demerged Company 3 shall continue to contribute to such funds and trusts in accordance with the provisions thereof, and such funds and trusts, if any, shall be held inter alia for the benefit of the Remaining Employees.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

R.
Director

For Anaika Realty Private Limited

R.
Authorised Signatory

For Anaika Properties Private Limited

R.
Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

R.
Supershan Pallap
Company Secretary
Member of NSE

For Anaika Infraventures Private Limited

R.
Authorised Signatory

5

29.5. It is hereby clarified that the Board of the Demerged Company 3 shall solely determine the detailed list of the asset including Intangible Assets, (including balances with Government authorities), liability, Employee(s), legal or other proceeding(s), etc., forming part of the Real Estate Business Undertaking 3 to be transferred/ vested in the Resulting Company 1 pursuant to the demerger under Part D above.

30. POWER TO GIVE EFFECT TO THIS PART

The Resulting Company 1 shall enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Real Estate Business Undertaking 3 of the Demerged Company 3 will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required. Further, the Resulting Company 1 shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Real Estate Business Undertaking 3 of the Demerged Company 3 and to implement or carry out all formalities required on the part of the Demerged Company 3 to give effect to the provisions of this Scheme.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Director

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudershan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

31. ACCOUNTING TREATMENT

Accounting treatment in the books of Demerged Company 3

Upon the Scheme becoming effective and with effect from the Appointed Date 1, Demerged Company 3 shall account for demerger in its books of accounts in accordance with the applicable Indian accounting standards ("IND AS") as notified under Section 133 of the Act, in the following manner:

- 31.1. Demerged Company 3 shall reduce the book value of assets (net of diminution/depreciation, if any) and liabilities relating to the Demerged Undertaking, transferred to Resulting Company 1 in accordance with the provisions of Section 2(19AA) of the Income Tax Act, 1961.

- 31.2. The excess of book value of the assets transferred (net of diminution/depreciation, if any) over the book value of the liabilities of the Demerged Undertaking to Resulting Company 1 shall be adjusted first to Securities Premium Account & General Reserve Account in the ratio of values of business transfer and thereafter balance, if any, to Retained earnings/profit and loss account balance of Demerged Company 3.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshna Pallap
Company Secretary
M.A.

For Anaika Infraventures Private Limited

Authorised Signatory

15

- 31.3. The approval granted by the shareholders of Demerged Company 3 to this Scheme shall be deemed to be approval required under the provisions of the Act.
- 31.4. Notwithstanding the above, the Board of Directors of Demerged Company 3, in consultation with its statutory auditors, is authorised to account any of the balances in any other manner, if such accounting treatment is considered more appropriate and is authorised by the Accounting Standards applicable to the Company and/or Generally Accepted Accounting Principles.

Accounting treatment in the books of Resulting Company 1

On the Scheme becoming effective and with effect from the Appointed Date 1, Resulting Company 1 shall account for demerger in its books of accounts in accordance with the Indian accounting standards ("IND AS") prescribed under Section 133 of the Act in the following manner:

- 31.5. Resulting Company 1 shall record the assets and liabilities (the difference between the assets and liabilities hereinafter being referred to as the "Net Assets") vested in it pursuant to this Scheme, at the respective book values thereof, as appearing in the books of accounts of Demerged Company 3, relating to Demerged Undertaking at the

For ANAIKA INDUSTRIES LIMITED


DIRECTOR

For Veer West Realty India Private Limited


Director

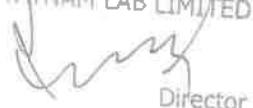
For Anaika Realty Private Limited


Authorised Signatory

For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED


Director

For Hetero Labs Limited


Sudarshan Pallap
Company Secretary
Membership No : 14076

For Anaika Infraventures Private Limited


Authorised Signatory

15

close of business of the day immediately preceding the Appointed Date 1 in accordance with the provisions of Section 2(19AA) of the Income Tax Act, 1961.

- 31.6. The excess of the Net Assets as per Clause 31.5., shall be credited to same reserves as debited in the books of Demerged Company 3 with adjustment for balance, if any, to Profit and Loss Account/Retained Earnings.
- 31.7. In case Resulting Company 1 is required to follow accounting policies that are different from that of Demerged Company 3 for any regulatory reasons, the effect of the difference in the accounting policies between Demerged Company 3 and Resulting Company 1 will be quantified and adjusted in the opening reserve (other than the securities premium account), to ensure that the financial statements of Resulting Company 1 reflect the financial position on the basis of consistent accounting policy.
- 31.8. Notwithstanding the above, the Board of Directors of Resulting Company 1 is authorised to account for any of these balances in any manner whatsoever, as may be deemed fit, in accordance with the accounting standards specified under Section 133 of the Act read with the rules made thereunder including but not limited to Indian

For ANAIKA INDUSTRIES LIMITED

For YATNAM LAB LIMITED

For Veer West Realty India Private Limited

Director

For Cetero Labs Limited

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Infraventures Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

Accounting Standards (Ind-AS) 103 'Business Combination' and Generally Accepted Accounting Principles.

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For ANAIKA INDUSTRIES LIMITED



DIRECTOR

For Veer West Realty India Private Limited



Director

For Anaika Realty Private Limited



Authorised Signatory

For Anaika Properties Private Limited



Authorised Signatory

For YATNAM LAB LIMITED



Director

For Petero Labs Limited



Sudarshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited



Authorised Signatory

PART E

DEMERGER OF REAL ESTATE BUSINESS UNDERTAKING 4 OF DEMERGED COMPANY 4 INTO RESULTING COMPANY 2

32. TRANSFER AND VESTING OF REAL ESTATE BUSINESS UNDERTAKING 4 FROM THE DEMERGED COMPANY 4 INTO THE RESULTING COMPANY 2

- 32.1. Upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 2 defined in Clause 2 of this Scheme, the Real Estate Business Undertaking 4 of the Demerged Company 4, shall stand transferred to the Resulting Company 2, as provided in this Scheme, and, pursuant to the provisions of Section 230 read with section 232 and other applicable provisions of the Act, if any and also in accordance with Section 2(19AA) of the IT Act and without any further act, instrument or deed, matter or thing be transferred on a going concern basis such that as and from the Appointed Date 2 all the assets and debts outstanding, credits, liabilities, duties and obligations whatsoever concerning the Real Estate Business Undertaking 4 of the Demerged Company 4 as on the Appointed Date 2 shall, accordingly stand

For ANAIKA INDUSTRIES LIMITED

For YATNAM LAB LIMITED

For Veer West Realty India Private Limited

For Chetaro Labs Limited

For Anaika Realty Private Limited

Suresh Patel
Company Secretary
M/s. Registration No.: 14076

For Anaika Properties Private Limited

For Anaika Infraventures Private Limited

Authorised Signatory

Authorised Signatory

Authorised Signatory

47

transferred to and vested in and/or be deemed to be and stand transferred to and
vested in the Resulting Company 2, as set out in the Scheme hereunder.

32.2. Without prejudice to Clause 32.1 above, upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 2:

(i) All immovable property (including land, buildings and any other immovable property, if any, more specifically described in **Schedule - IV** to the Scheme), of the Real Estate Business Undertaking 4 of the Demerged Company 4, whether freehold or leasehold, and any documents of title, rights and easements in relation thereto, shall stand vested in the Resulting Company 2, without any act or deed done by the Demerged Company 4 or the Resulting Company 2, and without any approval or acknowledgement of any third party. With effect from the Appointed Date 2, the Resulting Company 2 shall be entitled to exercise all rights and privileges and be liable to pay all taxes and charges, and fulfil all obligations, in relation to or applicable to such immovable properties. The mutation/ substitution of the title to such immovable properties shall be made and duly recorded in the name of the Resulting Company 2 by the appropriate authorities pursuant to the sanction of the Scheme by the Tribunal in accordance with the terms hereof. The

For ANAIKA INDUSTRIES LIMITED

For YATNAM LAB LIMITED

For Veer West Realty India Private Limited

~~For Metero Labs Limited~~

For Anajka Realty Private Limited

For Anajka Infraventures Private Limited

For Annikà Properties Private Limited

Authorised Signatory

Demerged Company 4 shall take all steps as may be necessary to ensure that lawful, peaceful and unencumbered possession, right, title, interest of its immovable property is given to the Resulting Company 2.

- (ii) All assets of the Real Estate Business Undertaking 4 of the Demerged Company 4, as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, shall stand vested in the Resulting Company 2, and shall become the property and an integral part of the Resulting Company 2. The vesting pursuant to this sub-clause shall be deemed to have occurred by manual delivery or endorsement and delivery, as appropriate to the property being vested, and the title to such property shall be deemed to have been transferred and vested accordingly. No stamp duty shall be payable on the transfer of such movable properties upon its transfer and vesting in Resulting Company 2.

- (iii) All the debts, borrowings and liabilities, present or future, whether secured or unsecured of the Real Estate Business Undertaking 4 of Demerged Company 4 as on the Appointed Date 2, be transferred to, or deemed to be transferred to the Resulting Company 2.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Helaro Labs Limited

Sureshbabu Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

- (iv) All statutory licenses, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements (including but not limited to contracts / agreements with vendors, customers, government etc.), all other rights (including but not limited to right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and facilities), of Real Estate Business Undertaking 4 of Demerged Company 4 as on the Appointed Date 2, be transferred to, or deemed to be transferred to the Resulting Company 2.

- (v) All staff, workmen, and Employees engaged in Real Estate Business Undertaking 4 of Demerged Company 4 as on the Appointed Date 2, be transferred to, or deemed to be transferred to the Resulting Company 2.

- (vi) All records, files, papers, information, computer programs, manuals, data, catalogues, quotations, sales advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

R.R

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Giletero Labs Limited

Suresh Pallap

Company Secretary

Mel. No. 080-222772

For Anaika Infraventures Private Limited

R.R
Authorised Signatory

87

information and other records, whether in physical form or electronic form of Real Estate Business Undertaking 4 of Demerged Company 4 as on the Appointed Date 2, be transferred to, or deemed to be transferred to the Resulting Company 2.

- (vii) All earnest monies and/or security or public deposits, tax credits, subsidies, grants, tax incentives, indirect tax credit, TDS, GST credit, etc. in connection with or relating to the Real Estate Business Undertaking 4 of the Demerged Company 4 as on the Appointed Date 2, be transferred to, or deemed to be transferred to the Resulting Company 2.
- 32.3. With effect from the Appointed Date 2 and upon approval of the Scheme by the Tribunal, all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description relatable to the Real Estate Business Undertaking 4 of the Demerged Company 4 which may accrue or arise after the Appointed Date 2 but which is related to the period up to the Transition Period, if any, whether quantified or not shall pursuant to the Scheme and as per the provision of Section 230 of the Act read with section 232 of the Act, without any further act or deed, be transferred to, or be deemed to be transferred to the Resulting Company 2, so as to become as and

For ANAIKA INDUSTRIES LIMITED

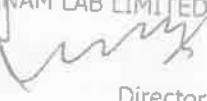

DIRECTOR

For Veer West Realty India Private Limited


Director
For Anaika Realty Private Limited


Authorised Signatory
For Anaika Properties Private Limited

For YATNAM LAB LIMITED


Director

For Hetero Labs Limited


Sundarshan Vallap
Company Secretary

For Anaika Infraventures Private Limited


Authorised Signatory

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from the Appointed Date 2, the debts, liabilities, contingent liabilities, duties and obligations of the Resulting Company 2 and the Resulting Company 2 undertakes to meet, discharge and satisfy the same.

- 32.4. In respect of general or multipurpose borrowings, debts, liabilities, if any, shall be transferred to or be deemed to be transferred to the Resulting Company 2 as may be mutually agreed by the Board of Directors of the Demerged Company 4 and the Resulting Company 2. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this clause (though the Demerged Company 4 may, if it deems appropriate, give notice to the debtors that the debts stand transferred to and vested in the Resulting Company 2).

- 32.5. Where any of the liabilities and obligations attributed to the Real Estate Business Undertaking 4 of the Demerged Company 4 on the Appointed Date 2 has been discharged by the Demerged Company 4 after the Appointed Date 2 and prior to the date of approval of the Scheme by the Tribunal, such discharge to the extent it pertains to the Real Estate Business Undertaking 4 of the Demerged Company 4 shall

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Siddhartha Pallap
Company Secretary

For Anaika Infraventures Private Limited

Authorised Signatory

be deemed to have been discharged for and on the behalf of the Resulting Company
2.

- 32.6. All liabilities and obligations attributed to the Real Estate Business Undertaking 4 of the Demerged Company 4, including its unsecured loans, taken over by the Resulting Company 2, may be discharged by the Resulting Company 2 by way of one-time settlement or in any other manner as the Resulting Company 2 may deem fit.
- 32.7. The transfer and vesting of the Real Estate Business Undertaking 4 of the Demerged Company 4 as aforesaid, shall be subject to the existing securities, charges, hypothecation and mortgages, if any, subsisting in relation to any loans or borrowings of the Real Estate Business Undertaking 4 of the Demerged Company 4, provided however, any reference in any security documents or arrangements, to which the Demerged Company 4 is a party, wherein the assets of the Real Estate Business Undertaking 4 of the Demerged Company 4 have been or are offered or agreed to be offered as security for any financial assistance or obligations, shall be construed as reference only to the assets pertaining to the Real Estate Business Undertaking 4 of the Demerged Company 4 as are vested in the Resulting Company 2, by virtue of this Scheme, to the end and intent that such security, charge,

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director
PCT Hetero Labs Limited

S. Venkateswaran Pallap
Company Secretary
M/s. PCT Hetero Labs Limited

For Anaika Infraventures Private Limited

Authorised Signatory

5

hypothecation and mortgage shall not extend or be deemed to extend, to any of the other assets of the Demerged Company 4 or any of the assets of the Resulting Company 2, provided further that the securities, charges, hypothecation and mortgages (if any subsisting) over and in respect of the assets or any part thereof of the Resulting Company 2 shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges, hypothecation or mortgages and shall not extend or be deemed to extend, to any of the assets of the Real Estate Business Undertaking 4 of the Demerged Company 4 as vested in the Resulting Company 2, provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by the Demerged Company 4 in relation to the Real Estate Business Undertaking 4 of the Demerged Company 4 which shall vest in the Resulting Company 2 by virtue of the vesting of the Real Estate Business Undertaking 4 of the Demerged Company 4 with the Resulting Company 2 and the Resulting Company 2 shall not be obliged to create any further or additional security therefore after the Scheme has become operative.

- 32.8. All the loans, advances and other facilities sanctioned to the Demerged Company 4 in relation to the Real Estate Business Undertaking 4 of the Demerged Company 4 by its bankers and financial institutions prior to the Appointed Date 2, which are partly

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

For Halero Labs Limited

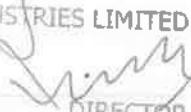
For Anaika Infraventures Private Limited

Authorised Signatory

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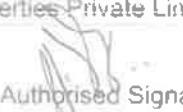
drawn or utilized shall be deemed to be the loans and advances sanctioned to the Resulting Company 2 and the said loans and advances shall be drawn and utilized either partly or fully by the Demerged Company 4 from the Appointed Date 2 till the date of approval of the Scheme by the Tribunal and all the loans, advances and other facilities so drawn by the Demerged Company 4 in relation to the Real Estate Business Undertaking 4 of the Demerged Company 4 (within the overall limits sanctioned by their bankers and financial institutions) shall on the date of approval of the Scheme by the Tribunal be treated as loans, advances and other facilities made available to the Resulting Company 2 and all the obligations of the Demerged Company 4 in relation to the Real Estate Business Undertaking 4 of the Demerged Company 4 under any loan agreement shall be construed and shall become the obligation of the Resulting Company 2 without any further act or deed on the part of the Resulting Company 2.

- 32.9. Upon approval of the Scheme by the Tribunal, the Resulting Company 2 alone shall be liable to perform all obligations in respect of the transferred liabilities, which have been transferred to it in terms of this Scheme, and the Demerged Company 4 shall not have any obligations in respect of such transferred liabilities.

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

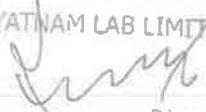
For Veer West Realty India Private Limited

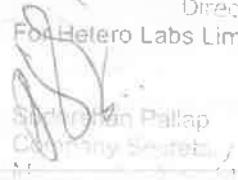
 Director

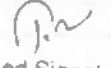
For Anaika Realty Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited

 Director

For Anaika Infraventures Private Limited

 Authorised Signatory


 Authorised Signatory

32.10. Upon approval of the Scheme by the Tribunal, the Resulting Company 2 shall, if so required under any law or otherwise, execute deeds of confirmation or other writings or arrangement with any party to any contract or arrangement to which the Real Estate Business Undertaking 4 of Demerged Company 4 is a party in order to give formal effect to the above provisions. The Resulting Company 2 shall be deemed to be authorized to execute any such writings on behalf of the Demerged Company 4 to carry out or perform all such formalities or compliances referred to above on part of the Demerged Company 4.

32.11. All taxes, duties, cess payable by the Demerged Company 4 relatable to the Real Estate Business Undertaking 4 of the Demerged Company 4 including all or any refunds / claims (such as tax refunds, duty drawback incentives or any other similar kind of refund due from regulatory authorities) pertaining to the period prior to the Appointed Date 2 shall be the liability or refunds / claims, as the case may be, of the Demerged Company 4 and shall not be construed as belonging to Resulting Company 2.

32.12. Upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 2, all existing and future incentives, unavailed credits and exemptions, benefit of

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

P.
Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

For Anaika Infraventures Private Limited

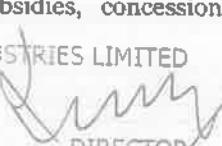
Authorised Signatory

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carried forward losses, unabsorbed depreciation and other statutory benefits, including in respect of income tax (including Minimum Alternative Tax), customs, VAT, sales tax, service tax, goods and services tax, other specific indirect incentives, etc. relating to the Real Estate Business Undertaking 4 to which Demerged Company 4 is entitled to shall be available to and vest in the Resulting Company 2.

- 32.13. All the licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Real Estate Business Undertaking 4 of the Demerged Company 4 and all rights and benefits that have accrued or which may accrue to the Real Estate Business Undertaking 4 of the Demerged Company 4 whether before or after the Appointed Date 2, shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions of the Act, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Resulting Company 2 so as to become as and from the Appointed Date 2 licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights,

For ANAIKA INDUSTRIES LIMITED



DIRECTOR

For Veer West Realty India Private Limited



Director

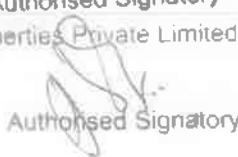
For Anaika Realty Private Limited



Director

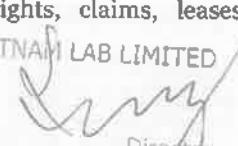
Authorised Signatory

For Anaika Properties Private Limited



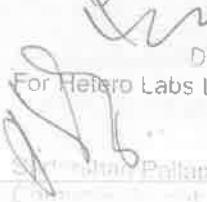
Authorised Signatory

For YATNAM LAB LIMITED



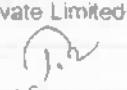
Director

For Helero Labs Limited



S. S. P. Pillai

For Anaika Infraventures Private Limited



Authorised Signatory



liberties, special status and other benefits or privileges of the Resulting Company 2 and shall remain valid, effective and enforceable on the same terms and conditions.

32.14. The Resulting Company 2 shall, if required, file relevant intimations, e-forms, for the record of the statutory authorities signifying the transfer of the assets / properties including but not limited to permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorisations of the Real Estate Business Undertaking 4 of the Demerged Company 4.

32.15. Hetero and Anaika Realty shall be entitled to file/revise their statutory returns (if required) and related tax payment certificates and claim refunds, advance tax credits etc. as may be required consequent to the implementation of the Scheme.

32.16. The Scheme has been drawn up to comply with the conditions relating to "demerger" as specified under Section 2(19AA) of the IT Act. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of said section at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the IT Act shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sureshan Pallap
Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

VJ

Section 2(19AA) of IT Act. Such modification will however not affect the other parts of the Scheme.

33. CONSIDERATION

33.1. Upon approval of the Scheme by the Tribunal and in consideration of the transfer and vesting of the Real Estate Business Undertaking 4 of Demerged Company 4 into the Resulting Company 2 pursuant to the Scheme, the Resulting Company 2 shall without any further application, act, instrument or deed, issue and allot equity shares credited as fully paid up, to the extent indicated below to the members of the Demerged Company 4 holding fully paid equity shares of Demerged Company 4 and whose name appear in the register of members of the Demerged Company 4 as on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of directors of the Resulting Company 2 in the following proportion:

- a) 10 (Ten) fully paid-up equity shares of INR 10 (Rupees Ten Only) of the Resulting Company 2 for every 63 (Sixty Three) equity shares of INR 10/-

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For YATNAM LAB LIMITED

Director

For Veer West Realty India Private Limited

Director

For Hetero Labs Limited

Philip

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Infraventures Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

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(Rupees Ten Only) each held on the Record Date by the equity shareholders in the Demerged Company 4.

The New Equity Shares to be issued to the members of the Demerged Company 4 under Clause 33.1 shall be in multiples of 1. Any issue of fractional shares as per Clause 33.1, shall be rounded-off to the nearest whole number.

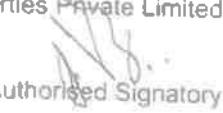
- 33.2. Where shares of the Resulting Company 2 are to be allotted to heirs, executors or administrators or, as the case may be, to successors of deceased equity shareholders of the Demerged Company 4, the concerned heirs, executors, administrators or successors shall be obliged to produce evidence of title satisfactory to the Board of Directors of the Resulting Company 2.
- 33.3. The approval of the Scheme by the shareholders of the Resulting Company 2 shall be deemed to be the approval under section 62 read with section 42 of the Act read with relevant rules made thereunder, for the purpose of issue and allotment of shares by the Resulting Company 2 to the shareholders of the Demerged Company 4 and shall be deemed to have complied with the provisions of the Act, if any and any other

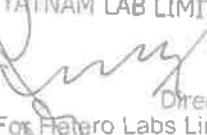
For ANAIKA INDUSTRIES LIMITED

 DIRECTOR
 For Veer West Realty India Private Limited

 Director

For Anaika Realty Private Limited

 Authorised Signatory
 For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director
 For Hetero Labs Limited

 Director
 Sudershan Pallap
 Company Secretary
 Membership No.: 14076

For Anaika Infraventures Private Limited

 Authorised Signatory

VJ

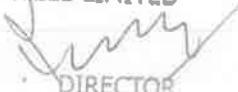
applicable provisions of the Act, and such other statutes and regulations as may be applicable were duly complied with.

- 33.4. The shares issued and allotted by the Resulting Company 2 in terms of Part E of the Scheme shall be subject to the provisions of the Memorandum and Articles of Association of the Resulting Company 2 and shall inter-se rank pari passu in all respects with the then existing equity shares and preference shares, if any, respectively, of the Resulting Company 2, save and except in relation to dividends declared, and distributed by the Resulting Company 2 from the Appointed Date 2 till the date of approval of the Scheme by the Tribunal to which only the existing equity shares of Resulting Company 2 will be entitled to.

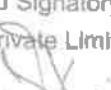
34. LEGAL PROCEEDINGS

- 34.1. Upon approval of the Scheme by the Tribunal, all the legal or other proceedings by or against the Real Estate Business Undertaking 4 of the Demerged Company 4 under any statute, whether pending on the date of approval of the Scheme by the Tribunal or which may be instituted in future in respect of any matter arising before the date of approval of the Scheme by the Tribunal and relating to the Real Estate Business

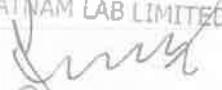
For ANAIKA INDUSTRIES LIMITED


DIRECTOR
For Veer West Realty India Private Limited


Director
For Anaika Realty Private Limited


Authorised Signatory
For Anaika Properties Private Limited


Authorised Signatory


For YATNAM LAB LIMITED


Director
For Hetero Labs Limited


Subershan Pallap
Company Secretary
Membership No.: 14076
For Anaika Infraventures Private Limited


Authorised Signatory



Undertaking 4 of the Demerged Company 4 shall be continued and enforced by or against the Resulting Company 2 after the date of approval of the Scheme by the Tribunal . Except as otherwise provided herein, the Demerged Company 4 shall in no event be responsible or liable in relation to any such legal or other proceedings that stands transferred to the Resulting Company 2.

- 34.2. If proceedings are commenced against the Demerged Company 4 in relation to its Real Estate Business Undertaking 4, for the matters referred above between the Appointed Date 2 and the date of approval of the Scheme by the Tribunal, the Demerged Company 4 shall defend the same as per the advice of the Resulting Company 2. The Resulting Company 2 will reimburse the entire costs and indemnify the Demerged Company 4 against all liabilities incurred by the Demerged Company 4 in respect thereof.

- 34.3. If any suit, appeal or other proceedings of whatever nature by or against the Real Estate Business Undertaking 4 of the Demerged Company 4 is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of this demerger or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the

For ANAIKA INDUSTRIES LIMITED

For YATNAM LAB LIMITED

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Director

Authorised Signatory

For Hetero Labs Limited

Sureshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Properties Private Limited

For Anaika Infraventures Private Limited

Authorised Signatory

Authorised Signatory

VS

Resulting Company 2 in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Demerged Company 4 as if the Scheme had not been made.

- 34.4. On and from the date of approval of the Scheme by the Tribunal, the Resulting Company 2 shall, and may, if required, initiate, continue any legal proceedings in relation to the Real Estate Business Undertaking 4 of the Demerged Company 4.

- 34.5. The transfer of the Real Estate Business Undertaking 4 of the Demerged Company 4 and the continuance of the proceedings by or against the Demerged Company 4, pursuant to this Scheme, shall not affect any transactions or proceedings already concluded by the Demerged Company 4 in the ordinary course of business on or after the Appointed Date 2 and the Resulting Company 2 accept and adopt on behalf of itself all acts, deeds and things done lawfully and executed by the Demerged Company 4 in regard thereto as having been done or executed on behalf of the Resulting Company 2, as the case may be.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshna Paliap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

VJ

35. CONTRACTS, DEEDS, OTHER INSTRUMENTS

- 35.1. Subject to the other provisions of the Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature to which pertaining to the Real Estate Business Undertaking 4 of the Demerged Company 4 and to which the Demerged Company 4 is a party, or the benefit to which the Demerged Company may be eligible, subsisting or operative immediately on or before the date of approval of the Scheme by the Tribunal, shall be in full force and effect against or in favour of Resulting Company 2 and may be enforced as fully and effectively as if instead of the Demerged Company 4 the Resulting Company 2 had been a party or beneficiary thereto. Further, Resulting Company 2 shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Demerged Company 4 and to implement or carry out all formalities required on the part of the Demerged Company 4 to give effect to the provisions of this Scheme.
- 35.2. As a consequence of the demerger of the Real Estate Business Undertaking 4 of the Demerged Company 4 into the Resulting Company 2 in accordance with or pursuant to this Scheme, the recording of change in name in the records of the statutory or regulatory authorities from the Demerged Company 4 to the Resulting Company 2,

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Metero Labs Limited

Subirshan Pallap
Company Secretary
MCA Registration No. 113276

For Anaika Infraventures Private Limited

Authorised Signatory

whether pertaining to any licence, permit, approval or any other matter, or whether for the purposes of any transfer, registration, mutation or any other reason, shall be carried out by the concerned statutory or regulatory or any other appropriate authority concerned.

- 35.3. The Resulting Company 2 shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite agreement, confirmations or novation's to which the Demerged Company 4 will, if necessary, also be a party in order to give formal effect to the provisions of this Scheme, if it is so required or if it becomes necessary.

36. TAXATION MATTERS

- 36.1. Upon the demerger pursuant to and in accordance with this Scheme shall take place with effect from the Appointed Date 2 and shall be in accordance with Section 2(19AA) of the Income-tax Act, 1961. More specifically, upon the Scheme coming into effect –

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For VATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeeshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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- (i) all the property of the Real Estate Business Undertaking 4 being transferred by the Demerged Company 4, immediately before the demerger, becomes the property of the Resulting Company by virtue of the demerger;
- (ii) Real Estate Business Undertaking 4 Liabilities, being transferred by the Demerged Company 4, immediately before the demerger, become the liabilities of the Resulting Company 2 by virtue of the demerger;
- (iii) the property of the Real Estate Business Undertaking 4 and the Real Estate Business Undertaking 4 Liabilities being transferred by the Demerged Company 4 are transferred at values appearing in the books of account of the Demerged Company 4 immediately before the demerger;

Provided that the provisions of this sub-clause shall not apply where the Resulting Company 2 records the value of the property of the Real Estate Business Undertaking 4 and the Real Estate Business Undertaking 4 Liabilities at a value different from the value appearing in the books of account of the Demerged Company 4, immediately before the demerger, in

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For Veer West Realty India Private Limited

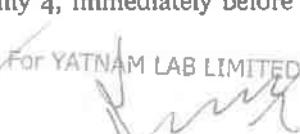
 Director

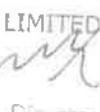
For Anaika Realty Private Limited

 Authorised Signatory

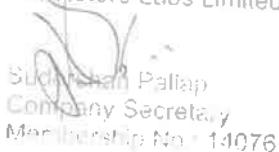
For Anaika Properties Private Limited

 Authorised Signatory

 For YATNAM LAB LIMITED

 Director

For Helero Labs Limited

 Sudhishan Pallap
Company Secretary
Membership No. 14076

For Anaika Infraventures Private Limited

 Authorised Signatory

 15

820

compliance to the Indian Accounting Standards specified in Annexure to the
Companies (Indian Accounting Standards) Rules, 2015;

- (iv) the Resulting Company 2 issues, in consideration of the demerger, its shares to the shareholders of the Demerged Company 4 on a proportionate basis except where the Resulting Company 2 itself is a shareholder of the Demerged Company 4;
- (v) the shareholders holding not less than three-fourths in value of the shares in the Demerged Company 4 (other than shares already held therein immediately before the demerger, or by a nominee for, the Resulting Company 2 or, its subsidiary) become shareholders of the Resulting Company 2 by virtue of the demerger; and
- (vi) the transfer of the undertaking by virtue of the demerger is on a going concern basis.

36.2. This Scheme has been drawn up to comply with the conditions relating to demerger as defined under Section 2(19AA) of the Income-tax Act, 1961 and relating to carry

For ANAIKA INDUSTRIES LIMITED



DIRECTOR

For Veer West Realty India Private Limited



Director

For Anaika Realty Private Limited



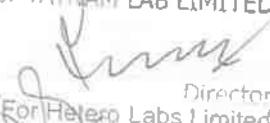
Authorised Signatory

For Anaika Properties Private Limited



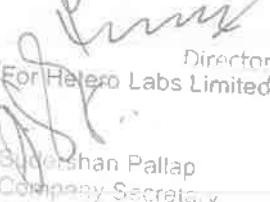
Authorised Signatory

For YATNAM LAB LIMITED



Director

For Hetero Labs Limited



Subashan Pallap
Company Secretary

May 1, 2016 - 14076

For Anaika Infraventures Private Limited



Authorised Signatory



forward of accumulated losses and unabsorbed depreciation pertaining to the "Real Estate Business Undertaking 4 " as specified under Section 72A of the Income-tax Act, 1961 and other relevant sections of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the provisions of the said section of the Income-tax Act, 1961 shall prevail and the Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. The power to make such amendments, as may become necessary, shall vest with the Board of Directors of the Demerged Company 4 and the Resulting Company 2 and the same shall be exercised reasonably with the best interests of both the Companies and their stakeholders.

- 36.3. Upon the Scheme becoming effective, with effect from the Appointed Date 2 all taxes payable by the Real Estate Business Undertaking 4 of the Demerged Company 4 under the Income-tax Act, 1961, Finance Act, 1994, Customs Act, 1962, Central Excise Act, 1944, State Sales Tax laws, Central Sales Tax Act, 1956, Goods and Service Tax Act, 2017 or other applicable laws/ regulations dealing with taxes/ duties/ levies

For ANAIKA INDUSTRIES LIMITED

For Veer West Really India Private Limited

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sureshna Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

V

(hereinafter referred to as "Tax Laws") shall be to the account of the Resulting Company 2; similarly all credits for tax deduction at source on income of the Real Estate Business Undertaking 4 of the Demerged Company 4 or obligation for deduction of tax at source on any payment made by or to be made by the Real Estate Business Undertaking 4 of the Demerged Company 4 shall be made or deemed to have been made and duly complied with by the Resulting Company 2 if so made by the Demerged Company 4. Similarly, any advance tax payment required to be made for by the specified due dates in the Tax Laws shall also be deemed to have been made by the Resulting Company 2 if so made by the Real Estate Business Undertaking 4 of the Demerged Company 4.

- 36.4. Any refunds under the Tax Laws due to the Real Estate Business Undertaking 4 of the Demerged Company 4 (including tax refunds, duty drawback incentives or any other similar kind of refund due from regulatory authorities) relating to the period prior to the Appointed Date 2, consequent to the assessments made on the Demerged Company 4 and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date 2 shall belong to and be received by the Demerged Company 4.

For ANAIKA INDUSTRIES LIMITED

For YATNAM LAB LIMITED

Director

For Veer West Realty India Private Limited

Director

For Detoro Labs Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Infraventures Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

- 36.5. All taxes of any nature, duties, cesses or any other like payments or deductions made by the Real Estate Business Undertaking 4 of the Demerged Company 4 or any of its agents to any statutory authorities such as Income-tax, sales tax, and service tax, or any tax deduction/ collection at source, tax credits under Tax Laws/ GST laws, etc., relating to the period after the Appointed Date 2 shall be deemed to have been on account of or paid by the Resulting Company 2, and the relevant authorities shall be bound to transfer to the account of and give credit for the same to the Resulting Company 2 upon completion of Transition Period as on the Effective Date and upon relevant proof and documents being provided to the said authorities.
- 36.6. Allowance of deduction under Sections 40(a) and 43B of the Income-tax Act, 1961, in the year of payment, of such expenses previously disallowed in the hands of the Real Estate Business Undertaking 4 of the Demerged Company 4 shall vest in and become available to the Resulting Company 2 pursuant to this Scheme.

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited

DIRECTOR
R.
Director

For Anaika Realty Private

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

For Hetero Labs Limited

Sureshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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37. CONDUCT OF BUSINESS UNTIL THE DATE OF APPROVAL OF THE SCHEME BY THE TRIBUNAL

37.1. With effect from the Appointed Date 2 up to the date of approval of the Scheme by the Tribunal:

37.1.1. Demerged Company 4 shall carry on, and be deemed to have carried on its business, operations or activities, and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the assets, properties, liabilities or Undertaking(s) pertaining to the Real Estate Business Undertaking 4 on behalf of and / or in trust for the Resulting Company 2.

37.1.2. All profits or income accruing or arising to the Real Estate Business Undertaking 4 of the Demerged Company 4 or losses arising or expenditure incurred by it, pertaining to the Real Estate Business Undertaking 4, shall for all purposes be treated as, and be deemed to be treated as, the profits or income or losses or expenditure, as the case may be, of the Resulting Company 2.

For ANAIKA INDUSTRIES LIMITED

Director

For YATNAM LAB LIMITED

Director

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Ltd.

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For Hetero Labs Limited

Sudershan Pallap
Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

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- 37.1.3. All assets howsoever acquired by the Demerged Company 4 for carrying on its business, operations or activities pertaining to the Real Estate Business Undertaking 4 and the liabilities relating thereto shall be deemed to have been acquired and are also contracted for and on behalf of the Resulting Company 2.
- 37.2. The Resulting Company 2 shall also be entitled, pending sanction of the Scheme, to apply to the Central Government, State Government, and all other agencies, department and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions which the Resulting Company 2 may require including the registration, approvals, exemptions, relieves, etc., as may be required / granted under any law for the time being in force for carrying on business of the Real Estate Business Undertaking 4 of the Demerged Company 4.

- 37.3. The transfer of assets, properties, liabilities and the continuance of proceedings by or against the Demerged Company 4 pertaining to the Real Estate Business Undertaking 4 shall not affect any transaction or proceedings already concluded by the Demerged Company 4 on or after the Appointed Date 2 to the end and intent that the Resulting Company 2 accepts and adopts all acts, deeds things done and executed by the Real

For ANAIKA INDUSTRIES LIMITED

For YATNAM LAB LIMITED

For Veer Westl Realty India Private Limited

Director

For Anaika Realty Private Limited

Sudeepa Pallap
Company Secretary
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Authorised Signatory

For Anaika Infraventures Private Limited

For Anaika Properties Private Limited

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Estate Business Undertaking 4 of the Demerged Company 4 in regard thereto as done executed by the Resulting Company 2 on behalf of itself.

38. STAFF, WORKMEN AND EMPLOYEES

- 38.1. Upon approval of the Scheme by the Tribunal, all staff, workmen and Employees on the payrolls of the Real Estate Business Undertaking 4 of the Demerged Company 4 in service on the date of approval of the Scheme by the Tribunal shall be deemed to have become staff, workmen, and Employees of Resulting Company 2 on such date without any break or interruption in their service and on the terms and conditions of their employment not less favourable than those subsisting with reference to Real Estate Business Undertaking 4 of the Demerged Company 4 at the end of the Transition Period.

- 38.2. As of the date of filing of this Scheme, the Real Estate Business Undertaking 4 of the Demerged Company 4 shall make contributions to the government maintained provident fund and / or other funds in relation to all its staff, workmen and Employees. The Resulting Company 2 shall subsequent to the date of approval of the Scheme by the Tribunal make appropriate contributions towards such provident fund

For ANAIKA INDUSTRIES LIMITED

For YATNAM LAB LIMITED

DIRECTOR
For Veer West Really India Private Limited

Director

For Helene Labs Limited

Director
For Anaika Realty Private Limited

Sudeepan Pallap
Company Secretary
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For Anaika Properties Private Limited

For Anaika Infraventures Private Limited

Authorised Signatory

Authorised Signatory

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and / or other funds in respect of the staff, workmen and Employees taken over by it pursuant to this Scheme.

- 38.3. It is clarified that the services of all the transferred staff, workmen and Employees of the Real Estate Business Undertaking 4 of the Demerged Company 4 engaged with Real Estate Business Undertaking 4, to the Resulting Company 2 will be treated as having been continuous for the purpose of the aforesaid employee benefits and / or liabilities. For the purpose of payment of any retrenchment compensation, gratuity, and / or other terminal benefits, and / or any other liability pertaining to staff, workmen and Employees, the past services of such staff, workmen and Employees with the Demerged Company 4 shall also be taken into account by the Resulting Company 2, which shall pay the same if and when payable.
- 38.4. In so far as the existing benefits or funds created by the Demerged Company 4 for the Remaining Employees are concerned, the same shall continue and the Demerged Company 4 shall continue to contribute to such funds and trusts in accordance with the provisions thereof, and such funds and trusts, if any, shall be held inter alia for the benefit of the Remaining Employees.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

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For Aneika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudershan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

38.5. It is hereby clarified that the Board of the Demerged Company 4 shall solely determine the detailed list of the asset including Intangible Assets, (including balances with Government authorities), liability, Employee(s), legal or other proceeding(s), etc., forming part of the Real Estate Business Undertaking 4 to be transferred/ vested in the Resulting Company 2 pursuant to the demerger under Part E above.

39. POWER TO GIVE EFFECT TO THIS PART

The Resulting Company 2 shall enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Real Estate Business Undertaking 4 of the Demerged Company 4 will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required. Further, the Resulting Company 2 shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Real Estate Business Undertaking 4 of the Demerged Company 4 and to implement or carry out all formalities required on the part of the Demerged Company 4 to give effect to the provisions of this Scheme.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATHAM LAB LIMITED

Director

For Helero Labs Limited

Subashan Pallap
Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

40. ACCOUNTING TREATMENT

- 40.1. The accounting treatment of the demerger of Real Estate Business Undertaking 4 of Demerged Company 4 in the books of the Demerged Company 4 shall be in compliance with the applicable Indian Accounting Standards notified under Section 133 (compliance with Ind AS 103 – Business Combination) of the Act and other Generally Accepted Accounting Principles in India (“IGAAP”).
- 40.2. The accounting treatment of the demerger of Real Estate Business Undertaking 4 of Demerged Company 4 in the books of the Resulting Company 2 shall be in compliance with the applicable Accounting Standards notified under Section 133 of the Act and other Generally Accepted Accounting Principles in India (“IGAAP”).

For ANAIKA INDUSTRIES LIMITED
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 DIRECTOR

For Veer West Realty India Private Limited


 Director

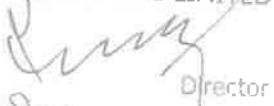
For Anaika Realty Private Limited


 Authorised Signatory

For Anaika Properties Private Limited


 Authorised Signatory

For YATNAM LAB LIMITED


 Director

For Hetero Labs Limited


 Sudeepshu Pallap
 Company Secretary
 Membership No.: 14076

For Anaika Infraventures Private Limited


 Authorised Signatory



PART F

**DEMERGER OF REAL ESTATE BUSINESS UNDERTAKING 5 OF DEMERGED
COMPANY 4 INTO RESULTING COMPANY 3**

**41. TRANSFER AND VESTING OF REAL ESTATE BUSINESS UNDERTAKING
5 FROM THE DEMERGED COMPANY 4 INTO THE RESULTING
COMPANY 3**

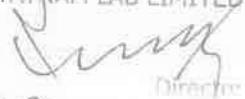
- 41.1. Upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 2 defined in Clause 2 of this Scheme, the Real Estate Business Undertaking 5 of the Demerged Company 4, shall stand transferred to the Resulting Company 3, as provided in this Scheme, and, pursuant to the provisions of Section 230 read with section 232 and other applicable provisions of the Act, if any and also in accordance with Section 2(19AA) of the IT Act and without any further act, instrument or deed, matter or thing be transferred on a going concern basis such that as and from the Appointed Date 2 all the assets and debts outstanding, credits, liabilities, duties and obligations whatsoever concerning the Real Estate Business Undertaking 5 of the

For ANAIKA INDUSTRIES LIMITED



DIRECTOR

For YATNAM LAB LIMITED



Director

For Veer West Realty India Private Limited



R.

For Anaika Realty Private Limited



Director

For Matero Labs Limited



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Sudhishan Pallap
Company Secretary
Membership No : 14076

For Anaika Infraventures Private Limited



R.

Authorised Signatory

For Aneika Properties Private Limited



Authorised Signatory



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Demerged Company 4 as on the Appointed Date 2 shall, accordingly stand transferred to and vested in and/or be deemed to be and stand transferred to and vested in the Resulting Company 3, as set out in the Scheme hereunder.

- 41.2. Without prejudice to Clause 41.1 above, upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 2:

- (i) All immovable property (including land, buildings and any other immovable property, if any, more specifically described in **Schedule - V** to the Scheme), of the Real Estate Business Undertaking 5 of the Demerged Company 4, whether freehold or leasehold, and any documents of title, rights and easements in relation thereto, shall stand vested in the Resulting Company 3, without any act or deed done by the Demerged Company 4 or the Resulting Company 3, and without any approval or acknowledgement of any third party. With effect from the Appointed Date 2, the Resulting Company 3 shall be entitled to exercise all rights and privileges and be liable to pay all taxes and charges, and fulfil all obligations, in relation to or applicable to such immovable properties. The mutation/ substitution of the title to such immovable properties shall be made and duly recorded in the name of the Resulting Company 3 by the appropriate authorities pursuant to the sanction

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private

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For Anaika Properties Private Limited

Authorised Signatory

For VATNAM LAB LIMITED

Director

For Histero Labs Limited

Subershan Pallap
Company Secretary
Membership No : 14076

For Anaika Infraventures Private Limited

Authorised Signatory

of the Scheme by the Tribunal in accordance with the terms hereof. The Demerged Company 4 shall take all steps as may be necessary to ensure that lawful, peaceful and unencumbered possession, right, title, interest of its immovable property is given to the Resulting Company 3.

- (ii) All assets of the Real Estate Business Undertaking 5 of the Demerged Company 4, as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, shall stand vested in the Resulting Company 3, and shall become the property and an integral part of the Resulting Company 3. The vesting pursuant to this sub-clause shall be deemed to have occurred by manual delivery or endorsement and delivery, as appropriate to the property being vested, and the title to such property shall be deemed to have been transferred and vested accordingly. No stamp duty shall be payable on the transfer of such movable properties upon its transfer and vesting in Resulting Company 3.
- (iii) All the debts, borrowings and liabilities, present or future, whether secured or unsecured of the Real Estate Business Undertaking 5 of Demerged Company 4

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

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For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Subershan Pallap

Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

as on the Appointed Date 2, be transferred to, or deemed to be transferred to the Resulting Company 3.

- (iv) All statutory licenses, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements (including but not limited to contracts / agreements with vendors, customers, government etc.), all other rights (including but not limited to right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and facilities), of Real Estate Business Undertaking 5 of Demerged Company 4 as on the Appointed Date 2, be transferred to, or deemed to be transferred to the Resulting Company 3.
- (v) All staff, workmen, and Employees engaged in Real Estate Business Undertaking 5 of Demerged Company 4 as on the Appointed Date 2, be transferred to, or deemed to be transferred to the Resulting Company 3.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director
For Ketejo Labs Limited

Sudershan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

- (vi) All records, files, papers, information, computer programs, manuals, data, catalogues, quotations, sales advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records, whether in physical form or electronic form of Real Estate Business Undertaking 5 of Demerged Company 4 as on the Appointed Date 2, be transferred to, or deemed to be transferred to the Resulting Company 3.
- (vii) All earnest monies and/or security or public deposits, tax credits, subsidies, grants, tax incentives, indirect tax credit, TDS, GST credit, etc. in connection with or relating to the Real Estate Business Undertaking 5 of the Demerged Company 4 as on the Appointed Date 2, be transferred to, or deemed to be transferred to the Resulting Company 3.
- 41.3. With effect from the Appointed Date 2 and upon approval of the Scheme by the Tribunal, all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description relatable to the Real Estate Business Undertaking 5 of the Demerged Company 4 which may accrue or arise after the Appointed Date 2 but which is related to the period up to the Transition Period, if any, whether quantified

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

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Director
For Helete Labs Limited

Sudershan Parlap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

15

or not shall pursuant to the Scheme and as per the provision of Section 230 of the Act read with section 232 of the Act, without any further act or deed, be transferred to, or be deemed to be transferred to the Resulting Company 3, so as to become as and from the Appointed Date 2, the debts, liabilities, contingent liabilities, duties and obligations of the Resulting Company 3 and the Resulting Company 3 undertakes to meet, discharge and satisfy the same.

- 41.4. In respect of general or multipurpose borrowings, debts, liabilities, if any, shall be transferred to or be deemed to be transferred to the Resulting Company 3 as may be mutually agreed by the Board of Directors of the Demerged Company 4 and the Resulting Company 3. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this clause (though the Demerged Company 4 may, if it deems appropriate, give notice to the debtors that the debts stand transferred to and vested in the Resulting Company 3).

- 41.5. Where any of the liabilities and obligations attributed to the Real Estate Business Undertaking 5 of the Demerged Company 4 on the Appointed Date 2 has been

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Petero Labs Limited

Sudarshan Pallap

Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

discharged by the Demerged Company 4 after the Appointed Date 2 and prior to the date of approval of the Scheme by the Tribunal, such discharge to the extent it pertains to the Real Estate Business Undertaking 5 of the Demerged Company 4 shall be deemed to have been discharged for and on the behalf of the Resulting Company 3.

41.6. All liabilities and obligations attributed to the Real Estate Business Undertaking 5 of the Demerged Company 4, including its unsecured loans, taken over by the Resulting Company 3, may be discharged by the Resulting Company 3 by way of one-time settlement or in any other manner as the Resulting Company 3 may deem fit.

41.7. The transfer and vesting of the Real Estate Business Undertaking 5 of the Demerged Company 4 as aforesaid, shall be subject to the existing securities, charges, hypothecation and mortgages, if any, subsisting in relation to any loans or borrowings of the Real Estate Business Undertaking 5 of the Demerged Company 4, provided however, any reference in any security documents or arrangements, to which the Demerged Company 4 is a party, wherein the assets of the Real Estate Business Undertaking 5 of the Demerged Company 4 have been or are offered or agreed to be offered as security for any financial assistance or obligations, shall be

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

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For YATNAM LAB LIMITED

Director

For Helero Labs Limited

Sudershan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

45

construed as reference only to the assets pertaining to the Real Estate Business Undertaking 5 of the Demerged Company 4 as are vested in the Resulting Company 3, by virtue of this Scheme, to the end and intent that such security, charge, hypothecation and mortgage shall not extend or be deemed to extend, to any of the other assets of the Demerged Company 4 or any of the assets of the Resulting Company 3, provided further that the securities, charges, hypothecation and mortgages (if any subsisting) over and in respect of the assets or any part thereof of the Resulting Company 3 shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges, hypothecation or mortgages and shall not extend or be deemed to extend, to any of the assets of the Real Estate Business Undertaking 5 of the Demerged Company 4 as vested in the Resulting Company 3, provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by the Demerged Company 4 in relation to the Real Estate Business Undertaking 5 of the Demerged Company 4 which shall vest in the Resulting Company 3 by virtue of the vesting of the Real Estate Business Undertaking 5 of the Demerged Company 4 with the Resulting Company 3 and the Resulting Company 3 shall not be obliged to create any further or additional security therefore after the Scheme has become operative.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

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Director

For Anaika Realty Private Limited

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For Anaika Properties Private Limited

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For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sureshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

- 41.8. All the loans, advances and other facilities sanctioned to the Demerged Company 4 in relation to the Real Estate Business Undertaking 5 of the Demerged Company 4 by its bankers and financial institutions prior to the Appointed Date 2, which are partly drawn or utilized shall be deemed to be the loans and advances sanctioned to the Resulting Company 3 and the said loans and advances shall be drawn and utilized either partly or fully by the Demerged Company 4 from the Appointed Date 2 till the date of approval of the Scheme by the Tribunal and all the loans, advances and other facilities so drawn by the Demerged Company 4 in relation to the Real Estate Business Undertaking 5 of the Demerged Company 4 (within the overall limits sanctioned by their bankers and financial institutions) shall on the date of approval of the Scheme by the Tribunal be treated as loans, advances and other facilities made available to the Resulting Company 3 and all the obligations of the Demerged Company 4 in relation to the Real Estate Business Undertaking 5 of the Demerged Company 4 under any loan agreement shall be construed and shall become the obligation of the Resulting Company 3 without any further act or deed on the part of the Resulting Company 3.
- 41.9. Upon approval of the Scheme by the Tribunal, the Resulting Company 3 alone shall be liable to perform all obligations in respect of the transferred liabilities, which have

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

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For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sureshini Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

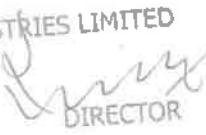
Authorised Signatory

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been transferred to it in terms of this Scheme, and the Demerged Company 4 shall not have any obligations in respect of such transferred liabilities.

- 41.10. Upon approval of the Scheme by the Tribunal, the Resulting Company 3 shall, if so required under any law or otherwise, execute deeds of confirmation or other writings or arrangement with any party to any contract or arrangement to which the Real Estate Business Undertaking 5 of Demerged Company 4 is a party in order to give formal effect to the above provisions. The Resulting Company 3 shall be deemed to be authorized to execute any such writings on behalf of the Demerged Company 4 to carry out or perform all such formalities or compliances referred to above on part of the Demerged Company 4.
- 41.11. All taxes, duties, cess payable by the Demerged Company 4 relatable to the Real Estate Business Undertaking 5 of the Demerged Company 4 including all or any refunds / claims (such as tax refunds, duty drawback incentives or any other similar kind of refund due from regulatory authorities) pertaining to the period prior to the Appointed Date 2 shall be the liability or refunds / claims, as the case may be, of the Demerged Company 4 and shall not be construed as belonging to Resulting Company

3.

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For Veer West Realty India Private Limited

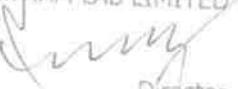
 Director

For Anaika Realty Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited

 Director

Sudeshan Pallap
 Company Secretary
 Membership No.: 14076

For Anaika Infraventures Private Limited

 Authorised Signatory

3

41.12. Upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 2, all existing and future incentives, unavailed credits and exemptions, benefit of carried forward losses, unabsorbed depreciation and other statutory benefits, including in respect of income tax (including Minimum Alternative Tax), customs, VAT, sales tax, service tax, goods and services tax, other specific indirect incentives, etc. relating to the Real Estate Business Undertaking 5 to which Demerged Company 4 is entitled to shall be available to and vest in the Resulting Company 3.

41.13. All the licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Real Estate Business Undertaking 5 of the Demerged Company 4 and all rights and benefits that have accrued or which may accrue to the Real Estate Business Undertaking 5 of the Demerged Company 4 whether before or after the Appointed Date 2, shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions of the Act, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Suresh Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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Resulting Company 3 so as to become as and from the Appointed Date 2 licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Resulting Company 3 and shall remain valid, effective and enforceable on the same terms and conditions.

- 41.14. The Resulting Company 3 shall, if required, file relevant intimations, e-forms, for the record of the statutory authorities signifying the transfer of the assets / properties including but not limited to permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorisations of the Real Estate Business Undertaking 5 of the Demerged Company 4.

- 41.15. Hetero and Anaika Infraventures shall be entitled to file/revise their statutory returns (if required) and related tax payment certificates and claim refunds, advance tax credits etc. as may be required consequent to the implementation of the Scheme.

- 41.16. The Scheme has been drawn up to comply with the conditions relating to "demerger" as specified under Section 2(19AA) of the IT Act. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of said section

For ANAIKA INDUSTRIES LIMITED
DIRECTOR

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited
Suresh Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

27

at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the IT Act shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of IT Act. Such modification will however not affect the other parts of the Scheme.

42. CONSIDERATION

- 42.1. Upon approval of the Scheme by the Tribunal and in consideration of the transfer and vesting of the Real Estate Business Undertaking 5 of Demerged Company 4 into the Resulting Company 3 pursuant to the Scheme, the Resulting Company 3 shall without any further application, act, instrument or deed, issue and allot equity shares credited as fully paid up, to the extent indicated below to the members of the Demerged Company 4 holding fully paid equity shares of Demerged Company 4 and whose name appear in the register of members of the Demerged Company 4 as on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of directors of the Resulting Company 3 in the following proportion:

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Helero Labs Limited

Sudershan Pallap
Company Secretary
Membership No : 14076

For Anaika Infraventures Private Limited

Authorised Signatory

- a) 23 (Twenty Three) fully paid-up equity shares of INR 10 (Rupees Ten Only) of the Resulting Company 3 for every 41 (Forty One) equity shares of INR 10/- (Rupees Ten Only) each held on the Record Date by the equity shareholders in the Demerged Company 4.

The New Equity Shares to be issued to the members of the Demerged Company 4 under Clause 42.1 shall be in multiples of 1. Any issue of fractional shares as per Clause 42.1, shall be rounded-off to the nearest whole number.

- 42.2. Where shares of the Resulting Company 3 are to be allotted to heirs, executors or administrators or, as the case may be, to successors of deceased equity shareholders of the Demerged Company 4, the concerned heirs, executors, administrators or successors shall be obliged to produce evidence of title satisfactory to the Board of Directors of the Resulting Company 3.
- 42.3. The approval of the Scheme by the shareholders of the Resulting Company 3 shall be deemed to be the approval under section 62 read with section 42 of the Act read with relevant rules made thereunder, for the purpose of issue and allotment of shares by the Resulting Company 3 to the shareholders of the Demerged Company 4 and shall

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For Veer West Realty India Private Limited

 Director

For Anaika Realty Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited

 Santhan Pallai
Company Secretary
Mars - 1976

For Anaika Infraventures Private Limited

 Authorised Signatory

be deemed to have complied with the provisions of the Act, if any and any other applicable provisions of the Act, and such other statutes and regulations as may be applicable were duly complied with.

- 42.4. The shares issued and allotted by the Resulting Company 3 in terms of Part F of the Scheme shall be subject to the provisions of the Memorandum and Articles of Association of the Resulting Company 3 and shall inter-se rank pari passu in all respects with the then existing equity shares and preference shares, if any, respectively, of the Resulting Company 3, save and except in relation to dividends declared, and distributed by the Resulting Company 3 from the Appointed Date 2 till the date of approval of the Scheme by the Tribunal to which only the existing equity shares of Resulting Company 3 will be entitled to.

43. LEGAL PROCEEDINGS

- 43.1. Upon approval of the Scheme by the Tribunal, all the legal or other proceedings by or against the Real Estate Business Undertaking 5 of the Demerged Company 4 under any statute, whether pending on the date of approval of the Scheme by the Tribunal or which may be instituted in future in respect of any matter arising before the date of

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

For Elenco Labs Limited

Sudershan Paltap
Company Secretary
Membership No : 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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approval of the Scheme by the Tribunal and relating to the Real Estate Business Undertaking 5 of the Demerged Company 4 shall be continued and enforced by or against the Resulting Company 3 after the date of approval of the Scheme by the Tribunal . Except as otherwise provided herein, the Demerged Company 4 shall in no event be responsible or liable in relation to any such legal or other proceedings that stands transferred to the Resulting Company 3.

- 43.2. If proceedings are commenced against the Demerged Company 4 in relation to its Real Estate Business Undertaking 5, for the matters referred above between the Appointed Date 2 and the date of approval of the Scheme by the Tribunal, the Demerged Company 4 shall defend the same as per the advice of the Resulting Company 3. The Resulting Company 3 will reimburse the entire costs and indemnify the Demerged Company 4 against all liabilities incurred by the Demerged Company 4 in respect thereof.
- 43.3. If any suit, appeal or other proceedings of whatever nature by or against the Real Estate Business Undertaking 5 of the Demerged Company 4 is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of this demerger or by anything contained in this Scheme, but the said suit, appeal or

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATINAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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other legal proceedings may be continued, prosecuted and enforced by or against the Resulting Company 3 in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Demerged Company 4 as if the Scheme had not been made.

- 43.4. On and from the date of approval of the Scheme by the Tribunal, the Resulting Company 3 shall, and may, if required, initiate, continue any legal proceedings in relation to the Real Estate Business Undertaking 5 of the Demerged Company 4.
- 43.5. The transfer of the Real Estate Business Undertaking 5 of the Demerged Company 4 and the continuance of the proceedings by or against the Demerged Company 4, pursuant to this Scheme, shall not affect any transactions or proceedings already concluded by the Demerged Company 4 in the ordinary course of business on or after the Appointed Date 2 and the Resulting Company 3 accept and adopt on behalf of itself all acts, deeds and things done lawfully and executed by the Demerged Company 4 in regard thereto as having been done or executed on behalf of the Resulting Company 3, as the case may be.

For ANAIKA INDUSTRIES LIMITED



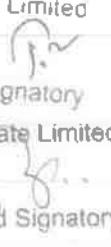
DIRECTOR

For Veer West Realty India Private Limited



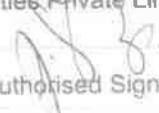
Director

For Anaika Realty Private Limited



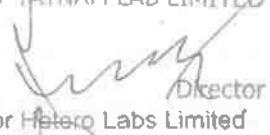
Authorised Signatory

For Anaika Properties Private Limited



Authorised Signatory

For YATNAM LAB LIMITED



Director

For Hetero Labs Limited

Sudarshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited



Authorised Signatory



44. CONTRACTS, DEEDS, OTHER INSTRUMENTS

- 44.1. Subject to the other provisions of the Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature to which pertaining to the Real Estate Business Undertaking 5 of the Demerged Company 4 and to which the Demerged Company 4 is a party, or the benefit to which the Demerged Company may be eligible, subsisting or operative immediately on or before the date of approval of the Scheme by the Tribunal, shall be in full force and effect against or in favour of Resulting Company 3 and may be enforced as fully and effectively as if instead of the Demerged Company 4 the Resulting Company 3 had been a party or beneficiary thereto. Further, Resulting Company 3 shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Demerged Company 4 and to implement or carry out all formalities required on the part of the Demerged Company 4 to give effect to the provisions of this Scheme.
- 44.2. As a consequence of the demerger of the Real Estate Business Undertaking 5 of the Demerged Company 4 into the Resulting Company 3 in accordance with or pursuant to this Scheme, the recording of change in name in the records of the statutory or regulatory authorities from the Demerged Company 4 to the Resulting Company 3,

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Director

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeepan Pallap
Company Secretary
Membership No. 14076

For Anaika Infraventures Private Limited

Director

Authorised Signatory

whether pertaining to any licence, permit, approval or any other matter, or whether for the purposes of any transfer, registration, mutation or any other reason, shall be carried out by the concerned statutory or regulatory or any other appropriate authority concerned.

- 44.3. The Resulting Company 3 shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite agreement, confirmations or novation's to which the Demerged Company 4 will, if necessary, also be a party in order to give formal effect to the provisions of this Scheme, if it is so required or if it becomes necessary.

45. TAXATION MATTERS

- 45.1. Upon the demerger pursuant to and in accordance with this Scheme shall take place with effect from the Appointed Date 2 and shall be in accordance with Section 2(19AA) of the Income-tax Act, 1961. More specifically, upon the Scheme coming into effect –

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For Veer West Realty India Private Limited

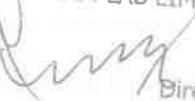
 Director

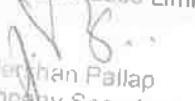
For Anaika Realty Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Helero Labs Limited

 Sudarshan Pallap

Company Secretary
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For Anaika Infraventures Private Limited

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- (i) all the property of the Real Estate Business Undertaking 5 being transferred by the Demerged Company 4, immediately before the demerger, becomes the property of the Resulting Company by virtue of the demerger;
- (ii) Real Estate Business Undertaking 5 Liabilities, being transferred by the Demerged Company 4, immediately before the demerger, become the liabilities of the Resulting Company 3 by virtue of the demerger;
- (iii) the property of the Real Estate Business Undertaking 5 and the Real Estate Business Undertaking 5 Liabilities being transferred by the Demerged Company 4 are transferred at values appearing in the books of account of the Demerged Company 4 immediately before the demerger;

Provided that the provisions of this sub-clause shall not apply where the Resulting Company 3 records the value of the property of the Real Estate Business Undertaking 5 and the Real Estate Business Undertaking 5 Liabilities at a value different from the value appearing in the books of account of the Demerged Company 4, immediately before the demerger, in compliance to the

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For Veer West Realty India Private Limited

For Hetero Labs Limited

For Anaika Realty Private Limited

Sudershan Pallap
Company Secretary
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For Anaika Properties Private Limited

For Anaika Infraventures Private Limited

Indian Accounting Standards specified in Annexure to the Companies (Indian Accounting Standards) Rules, 2015;

- (iv) the Resulting Company 3 issues, in consideration of the demerger, its shares to the shareholders of the Demerged Company 4 on a proportionate basis except where the Resulting Company 3 itself is a shareholder of the Demerged Company 4;
- (v) the shareholders holding not less than three-fourths in value of the shares in the Demerged Company 4 (other than shares already held therein immediately before the demerger, or by a nominee for, the Resulting Company 3 or, its subsidiary) become shareholders of the Resulting Company 3 by virtue of the demerger; and
- (vi) the transfer of the undertaking by virtue of the demerger is on a going concern basis.

45.2. This Scheme has been drawn up to comply with the conditions relating to demerger as defined under Section 2(19AA) of the Income-tax Act, 1961 and relating to carry

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DIRECTOR

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Director

For Anaika Realty Private

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Director

For Hetero Labs Limited

Sudershan Padap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

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47

forward of accumulated losses and unabsorbed depreciation pertaining to the "Real Estate Business Undertaking 5 " as specified under Section 72A of the Income-tax Act, 1961 and other relevant sections of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the provisions of the said section of the Income-tax Act, 1961 shall prevail and the Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. The power to make such amendments, as may become necessary, shall vest with the Board of Directors of the Demerged Company 4 and the Resulting Company 3 and the same shall be exercised reasonably with the best interests of both the Companies and their stakeholders.

- 45.3. Upon the Scheme becoming effective, with effect from the Appointed Date 2 all taxes payable by the Real Estate Business Undertaking 5 of the Demerged Company 4 under the Income-tax Act, 1961, Finance Act, 1994, Customs Act, 1962, Central Excise Act, 1944, State Sales Tax laws, Central Sales Tax Act, 1956, Goods and Service Tax Act, 2017 or other applicable laws/ regulations dealing with taxes/ duties/ levies

For ANAIKA INDUSTRIES LIMITED


DIRECTOR

For Veer West Realty India Private Limited


Director

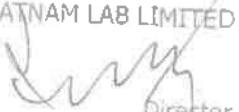
For Anaika Realty Private Limited


Authorised Signatory

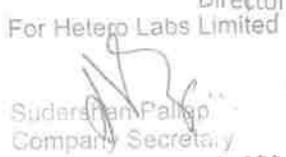
For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED


Director

For Hetero Labs Limited


Sudershan Pallop
Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited


Authorised Signatory



(hereinafter referred to as "Tax Laws") shall be to the account of the Resulting Company 3; similarly all credits for tax deduction at source on income of the Real Estate Business Undertaking 5 of the Demerged Company 4 or obligation for deduction of tax at source on any payment made by or to be made by the Real Estate Business Undertaking 5 of the Demerged Company 4 shall be made or deemed to have been made and duly complied with by the Resulting Company 3 if so made by the Demerged Company 4. Similarly, any advance tax payment required to be made for by the specified due dates in the Tax Laws shall also be deemed to have been made by the Resulting Company 3 if so made by the Real Estate Business Undertaking 5 of the Demerged Company 4.

- 45.4. Any refunds under the Tax Laws due to the Real Estate Business Undertaking 5 of the Demerged Company 4 (including tax refunds, duty drawback incentives or any other similar kind of refund due from regulatory authorities) relating to the period prior to the Appointed Date 2, consequent to the assessments made on the Demerged Company 4 and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date 2 shall belong to and be received by the Demerged Company 4.

For ANAIKA INDUSTRIES LIMITED
DIRECTOR

For Veer West Realty India Private Limited
Director
For Anaika Realty Private Limited

Authorised Signatory
For Anaika Properties Private Limited
Authorised Signatory

For YATNAM LAB LIMITED
Director
For Hetero Labs Limited

Suresh Pallap
Company Secretary
Membership No.: 14076
For Anaika Infraventures Private Limited

Authorised Signatory

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- 45.5. All taxes of any nature, duties, cesses or any other like payments or deductions made by the Real Estate Business Undertaking 5 of the Demerged Company 4 or any of its agents to any statutory authorities such as Income-tax, sales tax, and service tax, or any tax deduction/ collection at source, tax credits under Tax Laws/ GST laws, etc., relating to the period after the Appointed Date 2 shall be deemed to have been on account of or paid by the Resulting Company 3, and the relevant authorities shall be bound to transfer to the account of and give credit for the same to the Resulting Company 3 upon completion of Transition Period as on the Effective Date and upon relevant proof and documents being provided to the said authorities.
- 45.6. Allowance of deduction under Sections 40(a) and 43B of the Income-tax Act, 1961, in the year of payment, of such expenses previously disallowed in the hands of the Real Estate Business Undertaking 5 of the Demerged Company 4 shall vest in and become available to the Resulting Company 3 pursuant to this Scheme.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

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For Anaika Properties Private Limited

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For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

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V

46. CONDUCT OF BUSINESS UNTIL THE DATE OF APPROVAL OF THE SCHEME BY THE TRIBUNAL

46.1. With effect from the Appointed Date 2 up to the date of approval of the Scheme by the Tribunal:

46.1.1. Demerged Company 4 shall carry on, and be deemed to have carried on its business, operations or activities, and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the assets, properties, liabilities or Undertaking(s) pertaining to the Real Estate Business Undertaking 5 on behalf of and / or in trust for the Resulting Company 3.

46.1.2. All profits or income accruing or arising to the Real Estate Business Undertaking 5 of the Demerged Company 4 or losses arising or expenditure incurred by it, pertaining to the Real Estate Business Undertaking 5, shall for all purposes be treated as, and be deemed to be treated as, the profits or income or losses or expenditure, as the case may be, of the Resulting Company 3.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudershan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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- 46.1.3. All assets howsoever acquired by the Demerged Company 4 for carrying on its business, operations or activities pertaining to the Real Estate Business Undertaking 5 and the liabilities relating thereto shall be deemed to have been acquired and are also contracted for and on behalf of the Resulting Company 3.
- 46.2. The Resulting Company 3 shall also be entitled, pending sanction of the Scheme, to apply to the Central Government, State Government, and all other agencies, department and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions which the Resulting Company 3 may require including the registration, approvals, exemptions, relieves, etc., as may be required / granted under any law for the time being in force for carrying on business of the Real Estate Business Undertaking 5 of the Demerged Company 4.
- 46.3. The transfer of assets, properties, liabilities and the continuance of proceedings by or against the Demerged Company 4 pertaining to the Real Estate Business Undertaking 5 shall not affect any transaction or proceedings already concluded by the Demerged Company 4 on or after the Appointed Date 2 to the end and intent that the Resulting Company 3 accepts and adopts all acts, deeds things done and executed by the Real

For ANAIKA INDUSTRIES LIMITED

 Director

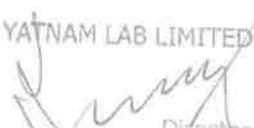
For Veer West Realty India Private Limited


 Director
 For Anaika Realty Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited


 Sudershan Pallap
 Company Secretary
 Membership No.: 14076

For Anaika Infraventures Private Limited


 Authorised Signatory

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Estate Business Undertaking 5 of the Demerged Company 4 in regard thereto as done executed by the Resulting Company 3 on behalf of itself.

47. STAFF, WORKMEN AND EMPLOYEES

- 47.1. Upon approval of the Scheme by the Tribunal, all staff, workmen and Employees on the payrolls of the Real Estate Business Undertaking 5 of the Demerged Company 4 in service on the date of approval of the Scheme by the Tribunal shall be deemed to have become staff, workmen, and Employees of Resulting Company 3 on such date without any break or interruption in their service and on the terms and conditions of their employment not less favourable than those subsisting with reference to Real Estate Business Undertaking 5 of the Demerged Company 4 at the end of the Transition Period.

- 47.2. As of the date of filing of this Scheme, the Real Estate Business Undertaking 5 of the Demerged Company 4 shall make contributions to the government maintained provident fund and / or other funds in relation to all its staff, workmen and Employees. The Resulting Company 3 shall subsequent to the date of approval of the Scheme by the Tribunal make appropriate contributions towards such provident fund

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

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For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

For Hetero Labs Limited

Sureshwar Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

and / or other funds in respect of the staff, workmen and Employees taken over by it pursuant to this Scheme.

- 47.3. It is clarified that the services of all the transferred staff, workmen and Employees of the Real Estate Business Undertaking 5 of the Demerged Company 4 engaged with Real Estate Business Undertaking 5, to the Resulting Company 3 will be treated as having been continuous for the purpose of the aforesaid employee benefits and / or liabilities. For the purpose of payment of any retrenchment compensation, gratuity, and / or other terminal benefits, and / or any other liability pertaining to staff, workmen and Employees, the past services of such staff, workmen and Employees with the Demerged Company 4 shall also be taken into account by the Resulting Company 3, which shall pay the same if and when payable.
- 47.4. In so far as the existing benefits or funds created by the Demerged Company 4 for the Remaining Employees are concerned, the same shall continue and the Demerged Company 4 shall continue to contribute to such funds and trusts in accordance with the provisions thereof, and such funds and trusts, if any, shall be held inter alia for the benefit of the Remaining Employees.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Director

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Infraventures Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

- 47.5. It is hereby clarified that the Board of the Demerged Company 4 shall solely determine the detailed list of the asset including Intangible Assets, (including balances with Government authorities), liability, Employee(s), legal or other proceeding(s), etc., forming part of the Real Estate Business Undertaking 5 to be transferred/ vested in the Resulting Company 3 pursuant to the demerger under Part F above.

48. POWER TO GIVE EFFECT TO THIS PART

The Resulting Company 3 shall enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Real Estate Business Undertaking 5 of the Demerged Company 4 will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required. Further, the Resulting Company 3 shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Real Estate Business Undertaking 5 of the Demerged Company 4 and to implement or carry out all formalities required on the part of the Demerged Company 4 to give effect to the provisions of this Scheme.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Pelerol Labs Limited

Sudeshan Pallap
Company Secretary
Membership No.: 14078

For Anaika Infraventures Private Limited

Authorised Signatory

49. ACCOUNTING TREATMENT

- 49.1. The accounting treatment of the demerger of Real Estate Business Undertaking 5 of Demerged Company 4 in the books of the Demerged Company 4 shall be in compliance with the applicable Indian Accounting Standards notified under Section 133 (compliance with Ind AS 103 – Business Combination) of the Act and other IGAAP.
- 49.2. The accounting treatment of the demerger of Real Estate Business Undertaking 5 of Demerged Company 4 in the books of the Resulting Company 3 shall be in compliance with the applicable Accounting Standards notified under Section 133 of the Act and other Generally Accepted Accounting Principles in India ("IGAAP").

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For Veer West Realty India Private Limited

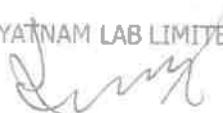
 Director

For Anaika Infraventures Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

For YATNAM LAB LIMITED

 Director

For Hetero Labs Limited

 Sudarshan Pallap

Company Secretary
 Membership No.: 14076

For Anaika Realty Private Limited

 Authorised Signatory

V

PART G

**DEMERGER OF REAL ESTATE BUSINESS UNDERTAKING 6 OF DEMERGED
COMPANY 4 INTO RESULTING COMPANY 4**

**50. TRANSFER AND VESTING OF REAL ESTATE BUSINESS UNDERTAKING
6 FROM THE DEMERGED COMPANY 4 INTO THE RESULTING
COMPANY 4**

50.1. Upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 2 defined in Clause 2 of this Scheme, the Real Estate Business Undertaking 6 of the Demerged Company 4, shall stand transferred to the Resulting Company 4, as provided in this Scheme, and, pursuant to the provisions of Section 230 read with section 232 and other applicable provisions of the Act, if any and also in accordance with Section 2(19AA) of the IT Act and without any further act, instrument or deed, matter or thing be transferred on a going concern basis such that as and from the Appointed Date 2 all the assets and debts outstanding, credits, liabilities, duties and obligations whatsoever concerning the Real Estate Business Undertaking 6 of the Demerged Company 4 as on the Appointed Date 2 shall, accordingly stand

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DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Aneika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Pailap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

transferred to and vested in and/or be deemed to be and stand transferred to and vested in the Resulting Company 4, as set out in the Scheme hereunder.

50.2. Without prejudice to Clause 50.1. above, upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 2:

- (i) All immovable property (including land, buildings and any other immovable property, if any, more specifically described in **Schedule - VI** to the Scheme), of the Real Estate Business Undertaking 6 of the Demerged Company 4, whether freehold or leasehold, and any documents of title, rights and easements in relation thereto, shall stand vested in the Resulting Company 4, without any act or deed done by the Demerged Company 4 or the Resulting Company 4, and without any approval or acknowledgement of any third party. With effect from the Appointed Date 2, the Resulting Company 4 shall be entitled to exercise all rights and privileges and be liable to pay all taxes and charges, and fulfil all obligations, in relation to or applicable to such immovable properties. The mutation/ substitution of the title to such immovable properties shall be made and duly recorded in the name of the Resulting Company 4 by the appropriate authorities pursuant to the sanction of the Scheme by the Tribunal in accordance with the terms hereof. The

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited
DIRECTOR

For Anaika Realty Private Limited
Director

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director
For Hetero Labs Limited

Sureshna Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

Demerged Company 4 shall take all steps as may be necessary to ensure that lawful, peaceful and unencumbered possession, right, title, interest of its immovable property is given to the Resulting Company 4.

- (ii) All assets of the Real Estate Business Undertaking 6 of the Demerged Company 4, as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, shall stand vested in the Resulting Company 4, and shall become the property and an integral part of the Resulting Company 6. The vesting pursuant to this sub-clause shall be deemed to have occurred by manual delivery or endorsement and delivery, as appropriate to the property being vested, and the title to such property shall be deemed to have been transferred and vested accordingly. No stamp duty shall be payable on the transfer of such movable properties upon its transfer and vesting in Resulting Company 4.

- (iii) All the debts, borrowings and liabilities, present or future, whether secured or unsecured of the Real Estate Business Undertaking 6 of Demerged Company 4 as on the Appointed Date 2, be transferred to, or deemed to be transferred to the Resulting Company 4.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

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For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Subashan Pallap
Company Secretary
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- (iv) All statutory licenses, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements (including but not limited to contracts / agreements with vendors, customers, government etc.), all other rights (including but not limited to right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and facilities), of Real Estate Business Undertaking 6 of Demerged Company 4 as on the Appointed Date 2, be transferred to, or deemed to be transferred to the Resulting Company 4.
- (v) All staff, workmen, and Employees engaged in Real Estate Business Undertaking 6 of Demerged Company 4 as on the Appointed Date 2, be transferred to, or deemed to be transferred to the Resulting Company 4.
- (vi) All records, files, papers, information, computer programs, manuals, data, catalogues, quotations, sales advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

For Hetero Labs Limited

Sudeepan Pallap
Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

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V

information and other records, whether in physical form or electronic form of Real Estate Business Undertaking 6 of Demerged Company 4 as on the Appointed Date 2, be transferred to, or deemed to be transferred to the Resulting Company 4.

- (vii) All earnest monies and/or security or public deposits, tax credits, subsidies, grants, tax incentives, indirect tax credit, TDS, GST credit, etc. in connection with or relating to the Real Estate Business Undertaking 6 of the Demerged Company 4 as on the Appointed Date 2, be transferred to, or deemed to be transferred to the Resulting Company 4.

50.3. With effect from the Appointed Date 2 and upon approval of the Scheme by the Tribunal, all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description relatable to the Real Estate Business Undertaking 6 of the Demerged Company 4 which may accrue or arise after the Appointed Date 2 but which is related to the period up to the Transition Period, if any, whether quantified or not shall pursuant to the Scheme and as per the provision of Section 230 of the Act read with section 232 of the Act, without any further act or deed, be transferred to, or be deemed to be transferred to the Resulting Company 4, so as to become as and

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Director

Sudeepan Pallap

Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

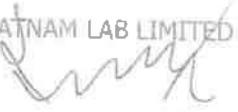
Authorised Signatory

from the Appointed Date 2, the debts, liabilities, contingent liabilities, duties and obligations of the Resulting Company 4 and the Resulting Company 4 undertakes to meet, discharge and satisfy the same.

- 50.4. In respect of general or multipurpose borrowings, debts, liabilities, if any, shall be transferred to or be deemed to be transferred to the Resulting Company 4 as may be mutually agreed by the Board of Directors of the Demerged Company 4 and the Resulting Company 4. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this clause (though the Demerged Company 4 may, if it deems appropriate, give notice to the debtors that the debts stand transferred to and vested in the Resulting Company 4).
- 50.5. Where any of the liabilities and obligations attributed to the Real Estate Business Undertaking 6 of the Demerged Company 4 on the Appointed Date 2 has been discharged by the Demerged Company 4 after the Appointed Date 2 and prior to the date of approval of the Scheme by the Tribunal, such discharge to the extent it pertains to the Real Estate Business Undertaking 6 of the Demerged Company 4 shall

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For YATNAM LAB LIMITED

 Director

For Veer West Realty India Private Limited

 Director

For Hetero Labs Limited

For Anaika Realty Private Limited

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Sudarshan Pallap
 Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

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For Anaika Properties Private Limited

 Authorised Signatory


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be deemed to have been discharged for and on the behalf of the Resulting Company

4.

- 50.6. All liabilities and obligations attributed to the Real Estate Business Undertaking 6 of the Demerged Company 4, including its unsecured loans, taken over by the Resulting Company 4, may be discharged by the Resulting Company 4 by way of one-time settlement or in any other manner as the Resulting Company 4 may deem fit.
- 50.7. The transfer and vesting of the Real Estate Business Undertaking 6 of the Demerged Company 4 as aforesaid, shall be subject to the existing securities, charges, hypothecation and mortgages, if any, subsisting in relation to any loans or borrowings of the Real Estate Business Undertaking 6 of the Demerged Company 4, provided however, any reference in any security documents or arrangements, to which the Demerged Company 4 is a party, wherein the assets of the Real Estate Business Undertaking 6 of the Demerged Company 4 have been or are offered or agreed to be offered as security for any financial assistance or obligations, shall be construed as reference only to the assets pertaining to the Real Estate Business Undertaking 6 of the Demerged Company 4 as are vested in the Resulting Company 4, by virtue of this Scheme, to the end and intent that such security, charge,

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DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Director

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For Anaika Properties Private Limited

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For YATNAM LAB LIMITED

For Hetero Labs Limited

Sudarshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

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hypothecation and mortgage shall not extend or be deemed to extend, to any of the other assets of the Demerged Company 4 or any of the assets of the Resulting Company 4, provided further that the securities, charges, hypothecation and mortgages (if any subsisting) over and in respect of the assets or any part thereof of the Resulting Company 4 shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges, hypothecation or mortgages and shall not extend or be deemed to extend, to any of the assets of the Real Estate Business Undertaking 6 of the Demerged Company 4 as vested in the Resulting Company 4, provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by the Demerged Company 4 in relation to the Real Estate Business Undertaking 6 of the Demerged Company 4 which shall vest in the Resulting Company 4 by virtue of the vesting of the Real Estate Business Undertaking 6 of the Demerged Company 4 with the Resulting Company 4 and the Resulting Company 4 shall not be obliged to create any further or additional security therefore after the Scheme has become operative.

- 50.8. All the loans, advances and other facilities sanctioned to the Demerged Company 4 in relation to the Real Estate Business Undertaking 6 of the Demerged Company 4 by its bankers and financial institutions prior to the Appointed Date 2, which are partly

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For Hatero Labs Limited

For Anaika Realty Private Limited

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Company Secretary
Membership No.: 14076

For Anaika Properties Private Limited

For Anaika Infraventures Private Limited

Authorised Signatory

drawn or utilized shall be deemed to be the loans and advances sanctioned to the Resulting Company 4 and the said loans and advances shall be drawn and utilized either partly or fully by the Demerged Company 4 from the Appointed Date 2 till the date of approval of the Scheme by the Tribunal and all the loans, advances and other facilities so drawn by the Demerged Company 4 in relation to the Real Estate Business Undertaking 6 of the Demerged Company 4 (within the overall limits sanctioned by their bankers and financial institutions) shall on the date of approval of the Scheme by the Tribunal be treated as loans, advances and other facilities made available to the Resulting Company 4 and all the obligations of the Demerged Company 4 in relation to the Real Estate Business Undertaking 6 of the Demerged Company 4 under any loan agreement shall be construed and shall become the obligation of the Resulting Company 4 without any further act or deed on the part of the Resulting Company 4.

- 50.9. Upon approval of the Scheme by the Tribunal, the Resulting Company 4 alone shall be liable to perform all obligations in respect of the transferred liabilities, which have been transferred to it in terms of this Scheme, and the Demerged Company 4 shall not have any obligations in respect of such transferred liabilities.

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DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Pallap
Company Secretary

Membership No.: 14076
For Anaika Infraventures Private Limited

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50.10. Upon approval of the Scheme by the Tribunal, the Resulting Company 4 shall, if so required under any law or otherwise, execute deeds of confirmation or other writings or arrangement with any party to any contract or arrangement to which the Real Estate Business Undertaking 6 of Demerged Company 4 is a party in order to give formal effect to the above provisions. The Resulting Company 4 shall be deemed to be authorized to execute any such writings on behalf of the Demerged Company 4 to carry out or perform all such formalities or compliances referred to above on part of the Demerged Company 4.

50.11. All taxes, duties, cess payable by the Demerged Company 4 relatable to the Real Estate Business Undertaking 6 of the Demerged Company 4 including all or any refunds / claims (such as tax refunds, duty drawback incentives or any other similar kind of refund due from regulatory authorities) pertaining to the period prior to the Appointed Date 2 shall be the liability or refunds / claims, as the case may be, of the Demerged Company 4 and shall not be construed as belonging to Resulting Company 4.

50.12. Upon approval of the Scheme by the Tribunal and with effect from the Appointed Date 2, all existing and future incentives, unavailed credits and exemptions, benefit of

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DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Director

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudishan Pallap

Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

Director

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carried forward losses, unabsorbed depreciation and other statutory benefits, including in respect of income tax (including Minimum Alternative Tax), customs, VAT, sales tax, service tax, goods and services tax, other specific indirect incentives, etc. relating to the Real Estate Business Undertaking 6 to which Demerged Company 4 is entitled to shall be available to and vest in the Resulting Company 4.

- 50.13. All the licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, libertics, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Real Estate Business Undertaking 6 of the Demerged Company 4 and all rights and benefits that have accrued or which may accrue to the Real Estate Business Undertaking 6 of the Demerged Company 4 whether before or after the Appointed Date 2, shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions of the Act, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Resulting Company 4 so as to become as and from the Appointed Date 2 licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights,

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For YATNAM LAB LIMITED

Director

For Veer West Realty India Private Limited

Director

For Helero Labs Limited

Director

For Anaika Realty Private Limited

Director

For Anaika Infraventures Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

liberties, special status and other benefits or privileges of the Resulting Company 4 and shall remain valid, effective and enforceable on the same terms and conditions.

50.14. The Resulting Company 4 shall, if required, file relevant intimations, e-forms, for the record of the statutory authorities signifying the transfer of the assets / properties including but not limited to permissions, approvals, consents, sanctions, remissions, special reservations, incentives, concessions and other authorisations of the Real Estate Business Undertaking 6 of the Demerged Company 4.

50.15. Hetero and Anaika Properties shall be entitled to file/revise their statutory returns (if required) and related tax payment certificates and claim refunds, advance tax credits etc. as may be required consequent to the implementation of the Scheme.

50.16. The Scheme has been drawn up to comply with the conditions relating to "demerger" as specified under Section 2(19AA) of the IT Act. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of said section at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the IT Act shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Shri. S. Venkateswaran

For Anaika Infraventures Private Limited

Director

Authorised Signatory

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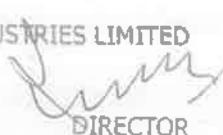
Section 2(19AA) of IT Act. Such modification will however not affect the other parts of the Scheme.

51. CONSIDERATION

51.1. Upon approval of the Scheme by the Tribunal and in consideration of the transfer and vesting of the Real Estate Business Undertaking 6 of Demerged Company 4 into the Resulting Company 4 pursuant to the Scheme, the Resulting Company 4 shall without any further application, act, instrument or deed, issue and allot equity shares credited as fully paid up, to the extent indicated below to the members of the Demerged Company 4 holding fully paid equity shares of Demerged Company 4 and whose name appear in the register of members of the Demerged Company 4 as on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of directors of the Resulting Company 4 in the following proportion:

- a) 27 (Twenty Seven) fully paid-up equity shares of INR 10 (Rupees Ten Only) of the Resulting Company 4 for every 41 (Forty One) equity shares of INR 10/-

For ANAIKA INDUSTRIES LIMITED



DIRECTOR

For Veer West Realty India Private Limited



Director

For Anaika Realty Private Limited



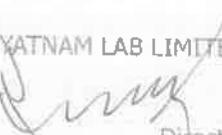
Authorised Signatory

For Anaika Properties Private Limited



Authorised Signatory

For YATNAM LAB LIMITED



Director

For Hetero Labs Limited

Sudershan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited



Authorised Signatory



(Rupees Ten Only) each held on the Record Date by the equity shareholders in the Demerged Company 4.

The New Equity Shares to be issued to the members of the Demerged Company 4 under Clause 51.1 shall be in multiples of 1. Any issue of fractional shares as per Clause 51.1, shall be rounded-off to the nearest whole number

- 51.2. Where shares of the Resulting Company 4 are to be allotted to heirs, executors or administrators or, as the case may be, to successors of deceased equity shareholders of the Demerged Company 4, the concerned heirs, executors, administrators or successors shall be obliged to produce evidence of title satisfactory to the Board of Directors of the Resulting Company 4.
- 51.3. The approval of the Scheme by the shareholders of the Resulting Company 4 shall be deemed to be the approval under section 62 read with section 42 of the Act read with relevant rules made thereunder, for the purpose of issue and allotment of shares by the Resulting Company 4 to the shareholders of the Demerged Company 4 and shall be deemed to have complied with the provisions of the Act, if any and any other

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudershan Patel
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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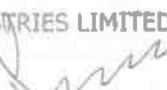
applicable provisions of the Act, and such other statutes and regulations as may be applicable were duly complied with.

- 51.4. The shares issued and allotted by the Resulting Company 4 in terms of Part G of the Scheme shall be subject to the provisions of the Memorandum and Articles of Association of the Resulting Company 4 and shall inter-se rank pari passu in all respects with the then existing equity shares and preference shares, if any, respectively, of the Resulting Company 4, save and except in relation to dividends declared, and distributed by the Resulting Company 4 from the Appointed Date 2 till the date of approval of the Scheme by the Tribunal to which only the existing equity shares of Resulting Company 4 will be entitled to.

52. LEGAL PROCEEDINGS

- 52.1. Upon approval of the Scheme by the Tribunal, all the legal or other proceedings by or against the Real Estate Business Undertaking 6 of the Demerged Company 4 under any statute, whether pending on the date of approval of the Scheme by the Tribunal or which may be instituted in future in respect of any matter arising before the date of approval of the Scheme by the Tribunal and relating to the Real Estate Business

For ANAIKA INDUSTRIES LIMITED



DIRECTOR

For Veer West Realty India Private Limited



Director

For Anaika Realty Private Limited



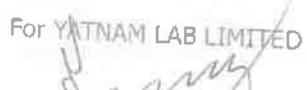
Authorised Signatory

For Anaika Properties Private Limited



Authorised Signatory

For YATNAM LAB LIMITED



Director

For Hetero Labs Limited



Sudershan Pallap

Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited



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Undertaking 6 of the Demerged Company 4 shall be continued and enforced by or against the Resulting Company 4 after the date of approval of the Scheme by the Tribunal . Except as otherwise provided herein, the Demerged Company 4 shall in no event be responsible or liable in relation to any such legal or other proceedings that stands transferred to the Resulting Company 4.

- 52.2. If proceedings are commenced against the Demerged Company 4 in relation to its Real Estate Business Undertaking 6, for the matters referred above between the Appointed Date 2 and the date of approval of the Scheme by the Tribunal, the Demerged Company 4 shall defend the same as per the advice of the Resulting Company 4. The Resulting Company 4 will reimburse the entire costs and indemnify the Demerged Company 4 against all liabilities incurred by the Demerged Company 4 in respect thereof.

- 52.3. If any suit, appeal or other proceedings of whatever nature by or against the Real Estate Business Undertaking 6 of the Demerged Company 4 is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of this demerger or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director
For Anaika Realty Private Limited

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Pallap
Company Secretary
Membership No.: 14078

V

Resulting Company 4 in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Demerged Company 4 as if the Scheme had not been made.

- 52.4. On and from the date of approval of the Scheme by the Tribunal, the Resulting Company 4 shall, and may, if required, initiate, continue any legal proceedings in relation to the Real Estate Business Undertaking of the Demerged Company 4.

- 52.5. The transfer of the Real Estate Business Undertaking 6 of the Demerged Company 4 and the continuance of the proceedings by or against the Demerged Company 4, pursuant to this Scheme, shall not affect any transactions or proceedings already concluded by the Demerged Company 4 in the ordinary course of business on or after the Appointed Date 2 and the Resulting Company 4 accept and adopt on behalf of itself all acts, deeds and things done lawfully and executed by the Demerged Company 4 in regard thereto as having been done or executed on behalf of the Resulting Company 4, as the case may be.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Really India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Subershankar Pallap

Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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53. CONTRACTS, DEEDS, OTHER INSTRUMENTS

- 53.1. Subject to the other provisions of the Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature to which pertaining to the Real Estate Business Undertaking 6 of the Demerged Company 4 and to which the Demerged Company 4 is a party, or the benefit to which the Demerged Company may be entitled, arising out of or in connection with the operation of the Real Estate Business Undertaking 6 of the Demerged Company 4.
- 53.2. As a consequence of the demerger of the Real Estate Business Undertaking 6 of the Demerged Company 4 into the Resulting Company 4 in accordance with or pursuant to this Scheme, the recording of change in name in the records of the statutory or regulatory authorities from the Demerged Company 4 to the Resulting Company 4.

For ANAIKA INDUSTRIES LIMITED



Director

For Veer West Realty India Private Limited



Director

For Anaika Realty Private Limited



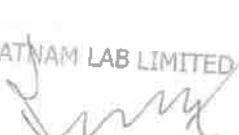
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For Anaika Properties Private Limited



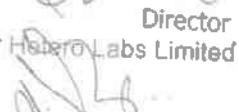
Authorised Signatory

For YATHNAM LAB LIMITED



Director

For Hebero Labs Limited



Suderajan Pallop
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited



Authorised Signatory

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whether pertaining to any licence, permit, approval or any other matter, or whether for the purposes of any transfer, registration, mutation or any other reason, shall be carried out by the concerned statutory or regulatory or any other appropriate authority concerned.

- 53.3. The Resulting Company 4 shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite agreement, confirmations or novation's to which the Demerged Company 4 will, if necessary, also be a party in order to give formal effect to the provisions of this Scheme, if it is so required or if it becomes necessary.

54. TAXATION MATTERS

- 54.1. Upon the demerger pursuant to and in accordance with this Scheme shall take place with effect from the Appointed Date 2 and shall be in accordance with Section 2(19AA) of the Income-tax Act, 1961. More specifically, upon the Scheme coming into effect –

For ANAIKA INDUSTRIES LIMITED
DIRECTOR

For Veer West Realty India Private Limited


Director

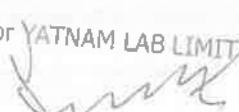
For Anaika Realty Private Limited


Authorised Signatory

For Analka Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED


Director

For Melero Labs Limited


Company Secretary

Melero Ltd No : 14076

For Anaika Infraventures Private Limited


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- (i) all the property of the Real Estate Business Undertaking 6 being transferred by the Demerged Company 4, immediately before the demerger, becomes the property of the Resulting Company by virtue of the demerger;

- (ii) Real Estate Business Undertaking 6 Liabilities, being transferred by the Demerged Company 4, immediately before the demerger, become the liabilities of the Resulting Company 4 by virtue of the demerger;

- (iii) the property of the Real Estate Business Undertaking 6 and the Real Estate Business Undertaking 6 Liabilities being transferred by the Demerged Company 4 are transferred at values appearing in the books of account of the Demerged Company 4 immediately before the demerger;

Provided that the provisions of this sub-clause shall not apply where the Resulting Company 4 records the value of the property of the Real Estate Business Undertaking 6 and the Real Estate Business Undertaking 6 Liabilities at a value different from the value appearing in the books of account of the Demerged Company 4, immediately before the demerger, in compliance to the

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For Veer West Realty India Private Limited

For Anaika Realty Private Limited

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For Anaika Properties Private Limited

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For Hetero Labs Limited

Subashini Vallap
Company Secretary

For Anaika Infraventures Private Limited

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V7

Indian Accounting Standards specified in Annexure to the Companies (Indian Accounting Standards) Rules, 2015;

- (iv) the Resulting Company 4 issues, in consideration of the demerger, its shares to the shareholders of the Demerged Company 4 on a proportionate basis except where the Resulting Company 4 itself is a shareholder of the Demerged Company 4;
- (v) the shareholders holding not less than three-fourths in value of the shares in the Demerged Company 4 (other than shares already held therein immediately before the demerger, or by a nominee for, the Resulting Company 4 or, its subsidiary) become shareholders of the Resulting Company 4 by virtue of the demerger; and
- (vi) the transfer of the undertaking by virtue of the demerger is on a going concern basis.

54.2. This Scheme has been drawn up to comply with the conditions relating to demerger as defined under Section 2(19AA) of the Income-tax Act, 1961 and relating to carry

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Helero Labs Limited

Director

Sudeshna Patnaik

Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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forward of accumulated losses and unabsorbed depreciation pertaining to the "Real Estate Business Undertaking 6 " as specified under Section 72A of the Income-tax Act, 1961 and other relevant sections of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the provisions of the said section of the Income-tax Act, 1961 shall prevail and the Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. The power to make such amendments, as may become necessary, shall vest with the Board of Directors of the Demerged Company 4 and the Resulting Company 4 and the same shall be exercised reasonably with the best interests of both the Companies and their stakeholders.

- 54.3. Upon the Scheme becoming effective, with effect from the Appointed Date 2 all taxes payable by the Real Estate Business Undertaking 6 of the Demerged Company 4 under the Income-tax Act, 1961, Finance Act, 1994, Customs Act, 1962, Central Excise Act, 1944, State Sales Tax laws, Central Sales Tax Act, 1956, Goods and Service Tax Act, 2017 or other applicable laws/ regulations dealing with taxes/ duties/ levies

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sunayshan Pallap
Company Secretary
M. No. 14076

For Anaika Infraventures Private Limited

Authorised Signatory

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(hereinafter referred to as "Tax Laws") shall be to the account of the Resulting Company 4; similarly all credits for tax deduction at source on income of the Real Estate Business Undertaking 6 of the Demerged Company 4 or obligation for deduction of tax at source on any payment made by or to be made by the Real Estate Business Undertaking 6 of the Demerged Company 4 shall be made or deemed to have been made and duly complied with by the Resulting Company 4 if so made by the Demerged Company 4. Similarly, any advance tax payment required to be made for by the specified due dates in the Tax Laws shall also be deemed to have been made by the Resulting Company 4 if so made by the Real Estate Business Undertaking 6 of the Demerged Company 4.

- 54.4. Any refunds under the Tax Laws due to the Real Estate Business Undertaking 6 of the Demerged Company 4 (including tax refunds, duty drawback incentives or any other similar kind of refund due from regulatory authorities) relating to the period prior to the Appointed Date 2, consequent to the assessments made on the Demerged Company 4 and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date 2 shall belong to and be received by the Demerged Company 4.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hatero Labs Limited

Sudeshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

65.

- 54.5. All taxes of any nature, duties, cesses or any other like payments or deductions made by the Real Estate Business Undertaking 6 of the Demerged Company 4 or any of its agents to any statutory authorities such as Income-tax, sales tax, and service tax, or any tax deduction/ collection at source, tax credits under Tax Laws/ GST laws, etc., relating to the period after the Appointed Date 2 shall be deemed to have been on account of or paid by the Resulting Company 4, and the relevant authorities shall be bound to transfer to the account of and give credit for the same to the Resulting Company 3 upon completion of Transition Period as on the Effective Date and upon relevant proof and documents being provided to the said authorities.
- 54.6. Allowance of deduction under Sections 40(a) and 43B of the Income-tax Act, 1961, in the year of payment, of such expenses previously disallowed in the hands of the Real Estate Business Undertaking 6 of the Demerged Company 4 shall vest in and become available to the Resulting Company 4 pursuant to this Scheme.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For VATTNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshan Pailap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

55. CONDUCT OF BUSINESS UNTIL THE DATE OF APPROVAL OF THE SCHEME BY THE TRIBUNAL.

55.1. With effect from the Appointed Date 2 up to the date of approval of the Scheme by the Tribunal:

55.1.1. Demerged Company 4 shall carry on, and be deemed to have carried on its business, operations or activities, and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the assets, properties, liabilities or Undertaking(s) pertaining to the Real Estate Business Undertaking 6 on behalf of and / or in trust for the Resulting Company 4.

55.1.2. All profits or income accruing or arising to the Real Estate Business Undertaking 6 of the Demerged Company 4 or losses arising or expenditure incurred by it, pertaining to the Real Estate Business Undertaking 6, shall for all purposes be treated as, and be deemed to be treated as, the profits or income or losses or expenditure, as the case may be, of the Resulting Company 4.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For YATNAM LAB LIMITED

Director

For Veer West Realty India Private Limited

Director

For Hetero Labs Limited

Sudershan Pallap
Company Secretary
Membership No.: 14076

For Anaika Realty Private -

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For Anaika Infraventures Private Limited

Authorised Signatory

55

- 55.1.3. All assets howsoever acquired by the Demerged Company 4 for carrying on its business, operations or activities pertaining to the Real Estate Business Undertaking 6 and the liabilities relating thereto shall be deemed to have been acquired and are also contracted for and on behalf of the Resulting Company 4.
- 55.2. The Resulting Company 4 shall also be entitled, pending sanction of the Scheme, to apply to the Central Government, State Government, and all other agencies, department and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions which the Resulting Company 4 may require including the registration, approvals, exemptions, relieves, etc., as may be required / granted under any law for the time being in force for carrying on business of the Real Estate Business Undertaking 6 of the Demerged Company 4.

- 55.3. The transfer of assets, properties, liabilities and the continuance of proceedings by or against the Demerged Company 4 pertaining to the Real Estate Business Undertaking 6 shall not affect any transaction or proceedings already concluded by the Demerged Company 4 on or after the Appointed Date 2 to the end and intent that the Resulting Company 4 accepts and adopts all acts, deeds things done and executed by the Real

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

Authorised Signatory
For Anaika Properties Private Limited

FOR VIETNAM LAB LIMITED

Director
For Metoro Labs Limited

Sugashan Balap
Company Secretary
Membership No - 14976

For Anaika Infraventures Private Limited

VJ

Estate Business Undertaking 6 of the Demerged Company 4 in regard thereto as done executed by the Resulting Company 4 on behalf of itself.

56. STAFF, WORKMEN AND EMPLOYEES

- 56.1. Upon approval of the Scheme by the Tribunal, all staff, workmen and Employees on the payrolls of the Real Estate Business Undertaking 6 of the Demerged Company 4 in service on the date of approval of the Scheme by the Tribunal shall be deemed to have become staff, workmen, and Employees of Resulting Company 4 on such date without any break or interruption in their service and on the terms and conditions of their employment not less favourable than those subsisting with reference to Real Estate Business Undertaking 6 of the Demerged Company 4 at the end of the Transition Period.

- 56.2. As of the date of filing of this Scheme, the Real Estate Business Undertaking 6 of the Demerged Company 4 shall make contributions to the government maintained provident fund and / or other funds in relation to all its staff, workmen and Employees. The Resulting Company 4 shall subsequent to the date of approval of the Scheme by the Tribunal make appropriate contributions towards such provident fund

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Really Private Limited

Director

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Dallap

Commissary Secretary

For Anaika Infraventures Private Limited

Authorised Signatory

15

and / or other funds in respect of the staff, workmen and Employees taken over by it pursuant to this Scheme.

- 56.3. It is clarified that the services of all the transferred staff, workmen and Employees of the Real Estate Business Undertaking of the Demerged Company 4 engaged with Real Estate Business Undertaking 6, to the Resulting Company 4 will be treated as having been continuous for the purpose of the aforesaid employee benefits and / or liabilities. For the purpose of payment of any retrenchment compensation, gratuity, and / or other terminal benefits, and / or any other liability pertaining to staff, workmen and Employees, the past services of such staff, workmen and Employees with the Demerged Company 4 shall also be taken into account by the Resulting Company, which shall pay the same if and when payable.
- 56.4. In so far as the existing benefits or funds created by the Demerged Company 4 for the Remaining Employees are concerned, the same shall continue and the Demerged Company 4 shall continue to contribute to such funds and trusts in accordance with the provisions thereof, and such funds and trusts, if any, shall be held inter alia for the benefit of the Remaining Employees.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited



For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited



For YATNAM LAB LIMITED

Director =
For Helero Labs Limited

Sudeepan Pallap
Company Secretary
Mobile Number: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

VJ

- 56.5. It is hereby clarified that the Board of the Demerged Company 4 shall solely determine the detailed list of the asset including Intangible Assets, (including balances with Government authorities), liability, Employee(s), legal or other proceeding(s), etc., forming part of the Real Estate Business Undertaking 6 to be transferred/ vested in the Resulting Company 3 pursuant to the demerger under Part G above.

57. POWER TO GIVE EFFECT TO THIS PART

The Resulting Company 4 shall enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Real Estate Business Undertaking 6 of the Demerged Company 4 will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required. Further, the Resulting Company 4 shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Real Estate Business Undertaking 6 of the Demerged Company 4 and to implement or carry out all formalities required on the part of the Demerged Company 4 to give effect to the provisions of this Scheme.

For ANAIKA INDUSTRIES LIMITED

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

For Hetero Labs Limited

Sudarshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

15.

58. ACCOUNTING TREATMENT

- 58.1. The accounting treatment of the demerger of Real Estate Business Undertaking 6 of Demerged Company 4 in the books of the Demerged Company 4 shall be in compliance with the applicable Indian Accounting Standards notified under Section 133 (compliance with Ind AS 103 – Business Combination) of the Act and other IGAAP.
- 58.2. The accounting treatment of the demerger of Real Estate Business Undertaking 6 of Demerged Company 4 in the books of the Resulting Company 4 shall be in compliance with the applicable Accounting Standards notified under Section 133 of the Act and other Generally Accepted Accounting Principles in India ("IGAAP").

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For YATNAM LAB LIMITED

Director

For Veer West Realty India Private Limited

Director

For Hetero Labs Limited

Sudershan Railap
Company Secretary
Membership No.: 14076

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Infraventures Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

15

PART H**GENERAL TERMS AND CONDITIONS****59. SCHEME CONDITIONAL ON APPROVAL / SANCTIONS**

59.1. The Scheme is conditional upon subject to:

- 59.1.1. Approval by requisite majority of the members and creditors of all the companies involved in the Scheme;
- 59.1.2. Approval of the Scheme by relevant regulatory authorities;
- 59.1.3. Sanction of the Scheme by the NCLT;
- 59.1.4. Certified copies of the orders of the NCLT, sanctioning the Scheme being filed with the ROC.

59.2. In the event of this Scheme failing to take effect finally, this Scheme shall become null and void and in that case no rights and liabilities whatsoever shall accrue to or be incurred inter-se by the parties or their shareholders or creditors or Employees or any other person.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Director

Sudeepshank Pallap
Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

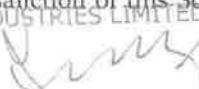
Authorised Signatory

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60. APPLICATION TO THE NCLT

- 60.1. All the companies involved in the Scheme shall, with all reasonable dispatch, make applications to the NCLT, under Sections 230 to 232 of the Act and other applicable provisions of the Act, seeking orders for dispensing with or convening, holding and conducting of the meetings of the classes of their respective members and / or creditors and for sanctioning this Scheme, with such modifications as may be approved by the NCLT.
- 60.2. Upon this Scheme being approved by the requisite majority of the respective members, and creditors of the Demerged Company 1 or the Demerged Company 2 or the Demerged Company 3 or the Resulting Company 1 or Demerged Company 4 or (as applicable), or the Resulting Company 2 or the Resulting Company 3 or the Resulting Company 4 (as may be directed by the NCLT), the Demerged Company 1 or the Demerged Company 2 or the Demerged Company 3 or the Resulting Company 1 or Demerged Company 4 (as applicable), or the Resulting Company 2 or the Resulting Company 3 or the Resulting Company 4 with all reasonable dispatch, apply to the NCLT, for sanction of this Scheme under Sections 230 to 232 of the Act and

For ANAIKA INDUSTRIES LIMITED



DIRECTOR

For Veer West Realty India Private Limited



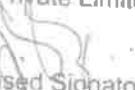
Director

For Anaika Realty Private Limited



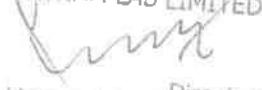
Authorised Signatory

For Anaika Properties Private Limited



Authorised Signatory

For YATNAM LAB LIMITED



For Hetero Labs Limited Director

Sudarshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited



Authorised Signatory

other applicable provisions of the Act, and for such other order or orders, as the said NCLT may deem fit for carrying this Scheme into effect.

60.3. Upon approval of the Scheme by the Tribunal, the respective shareholders of all the companies involved in the Scheme shall be deemed to have also accorded their approval under all relevant provisions of the Act for giving effect to the provisions contained in this Scheme.

61. MODIFICATIONS / AMENDMENTS TO THE SCHEME

- 61.1.** All the companies involved in the Scheme, represented by their respective Board of Directors, may make and / or consent to any modifications / amendments to the Scheme or to any conditions or limitations that the NCLT or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e., the Board of Directors).

- 61.2.** All the companies involved in the Scheme shall be at liberty to withdraw from this Scheme, in case of any condition or alteration imposed by the NCLT or any other

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

P.

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

For Hetero Labs Limited Director

Sudershan Pallap

Company Secretary

Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

B.

authority or any bank or financial institution is unacceptable to them or otherwise if so mutually agreed.

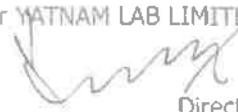
- 61.3. All the companies involved in the Scheme by their respective Board of Directors shall be authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or order of any other authority or otherwise however arising out of or under or by virtue of the Scheme and / or any matter concerned or connected therewith.

62. EFFECT OF NON-RECEIPT OF APPROVALS/ SANCTIONS

- 62.1. In the event of any of the said sanctions approvals not being obtained and / or the Scheme not being sanctioned by the NCLT, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

For ANAIKA INDUSTRIES LIMITED

 DIRECTOR

For YATNAM LAB LIMITED

 Director

For Veer West Realty India Private Limited

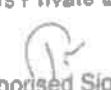
 Director

For Hetero Labs Limited

 Sudeshan Pallap
 Company Secretary
 Membership No.: 14076

For Anaika Realty Private Limited

 Authorised Signatory

For Anaika Infraventures Private Limited

 Authorised Signatory

For Anaika Properties Private Limited

 Authorised Signatory

V

63. POWER TO WITHDRAW THE SCHEME AT ANYTIME

In the event of any of the conditions that may be imposed by the NCLT or other authorities which the Demerged Company 1, Demerged Company 2, Demerged Company 3, or Resulting Company 1 or Demerged Company 4, Resulting Company 2, Resulting Company 3 and Resulting Company 4 may find unacceptable for any reason, in whole or in part of the Scheme, then Demerged Company 1, Demerged Company 2, Demerged Company 3, or Resulting Company 1 or Demerged Company 4, Resulting Company 2, Resulting Company 3 and Resulting Company 4 are at liberty to withdraw the Scheme in whole or such part thereof and such withdrawal of a part of the Scheme will however not affect the other parts of the Scheme.

64. COST, CHARGES, AND EXPENSES

All costs, charges, fees, taxes including duties (including the stamp duty and/or transfer charges, if any, applicable in relation to this Scheme), levied and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing the terms and conditions and matters incidental thereto in relation to Part B, C and D of this Scheme shall be borne and paid by

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Helene Labs Limited

Sudershan Palap
Company Secretary
Membership No. 14076

For Anaika Infraventures Private Limited

Authorised Signatory

85

Resulting Company 1, in relation to Part E of this Scheme shall be borne and paid by the Resulting Company 2, in relation to Part F of this Scheme shall be borne and paid by the Resulting Company 3, in relation to Part G of this Scheme shall be borne and paid by the Resulting Company 4,

65. MISCELLANEOUS

- 65.1. The mutation of the title in respect of the immovable properties shall be made and duly recorded by the appropriate authorities pursuant to the sanction of the Scheme and Upon approval of the Scheme by the Tribunal, in accordance with the terms hereof, in favour of the Resulting Company 1, Resulting Company 2, Resulting Company 3, Resulting Company 4, as the case may be, in respect of the immovable properties vested in it (if any). Any inchoate title or possessory title of the Demerged Company 1, Demerged Company 2, Demerged Company 3, Demerged Company 4, (as case may be) or its predecessor companies shall be deemed to be the title of the Resulting Company 1, Resulting Company 2, Resulting Company 3, Resulting Company 4, as the case may be.

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For YATNAM LAB LIMITED

Director

For Veer West Realty India Private Limited

Director

For Heliocare Labs Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Inra Ventures Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

- 65.2. It is the intention of the Parties that any Part of the Scheme, as may be mutually decided by the Board of each of Parties, shall be severable from the remainder of the Scheme, and the Scheme shall not be affected by such alteration.

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For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAH LABS LIMITED

Director

For Hetero Labs Limited

Sudeshan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

6

Schedule – I

This Schedule forms an integral part of the Composite Scheme of Arrangement in relation to demerger of Real Estate Business Undertaking 1 of Anaika Industries Limited ("Demerged Company 1") into Hetero Labs Limited ("Resulting Company 1") and their respective shareholders. The details of Immovable properties proposed to be transferred to pursuant to the said demerger include the following:

S. No.	Particulars	Area (in acres)	Regd. Sale Deed Date & Document No.
	Land		
1.	Annaram village, Gummadidala Mandal, Sangareddy District. (Sy.No:261/32, 261/27, 261/28, 261/29, 261/40, 261/41, 261/77, 261/34, 261/40, 261/38, 261/36, 261/35)	42.58	30922/2017 dated 21/12/2017; 30923/2017 dated 21/12/2017; 1475/2018 dated 11/01/2018; 1507/2018 dated 11/01/2018; 1509/2018 dated 11/01/2018; 1508/2018 dated 11/01/2018; 13155/2020 dated 19/05/2020;

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeepan Pallap
Company Secretary
Membership No : 14076

For Anaika Infraventures Private Limited

Authorised Signatory

Authorised Signatory

898

S. No.	Particulars	Area (in acres)	Regd. Sale Deed Date & Document No.
			17777/2020 dated 08/07/2020; 20804/2020 dated 13/08/2020; 22561/2020 dated 31/08/2020; 22562/2020 dated 31/08/2020

For ANAIKA INDUSTRIES LIMITED


DIRECTOR

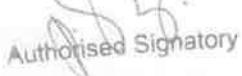
For Veer West Realty India Private Limited


Director

For Anaika Realty


Authorised Signatory

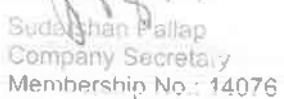
For Anaika Properties Private Limited


Authorised Signatory

For YATNAM LAB LIMITED


Director

For Hetero Labs Limited


Sudashan Pallap
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited


Authorised Signatory

Schedule – II

This Schedule forms an integral part of the Composite Scheme of Arrangement in relation to demerger of Real Estate Business Undertaking 2 of Yatnam Lab Limited ("Demerged Company 2") into Hetero Labs Limited ("Resulting Company 1") and their respective shareholders. The details of Immovable properties proposed to be transferred to pursuant to the said demerger include the following:

S. No.	Particulars	Area (in acres)	Regd. Sale Deed Date & Document No.
Land			
1.	Annaram village, Gummadidala Mandal, Sangareddy District. (Sy.No:261/ 79E, 261/80, 261/79A, 261/12, 261/13, 261/22, 261/23, 261/17A, 261/18A, 261/43, 261/3, 261/4, 261/11, 261/11AA1, 261/14A, 261/4, 261/44)	80.16	1740/2018 dated 09/01/2018; 7937/2018 dated 28/02/2018; 7938/2018 dated 28/02/2018; 13522/2018 dated 06/04/2018; 25465/2018 dated 06/07/2018; 29472/2018 dated 30/07/2018; 34530/2018 dated 05/09/2018; 43399/2018 dated 03/11/2018; 11411/2020 dated 17/03/2020;

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudarshan Patilap
Company Secretary
Membership No : 14076

For Anaika Infraventures Private Limited

Authorised Signatory

U.

S. No.	Particulars	Area (in acres)	Regd. Sale Deed Date & Document No.
	Land		
			14392/2020 dated 05/06/2020
2.	Vavilall village, Jinnaram Mandal, Sangareddy District. (Sy. No:176 to 187, 189/78/3)	27.19	15929/2018 dated 11/04/2018; P461/2018 dated 11/04/2018

Schedule – III

This Schedule forms an integral part of the Composite Scheme of Arrangement in relation to demerger of Real Estate Business Undertaking 3 of Veer West Realty India Private Limited (“Demerged Company 3”) into Hetero Labs Limited (“Resulting Company 1”) and their respective shareholders. The details of Immovable properties proposed to be transferred to pursuant to the said demerger include the following:

S. No.	Particulars	Area (in acres)	Regd. Sale Deed Date & Document No.
	Land		

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sukeshwar Pillai
Compt. M.

For Anaika Infraventures Private Limited

Authorised Signatory

S. No.	Particulars	Area (in acres)	Regd. Sale Deed Date & Document No.
1.	Veerlapally Village, Nandigama Mandal, Ranga Reddy	387.35	14414/2006 dated 29/07/2006; 1566/2008 dated 11/02/2008; 1583/2008 dated 11/02/2008; 587/2008 dated 23/01/2008; 588/2008 dated 23/01/2008; 589/2008 dated 23/01/2008; 590/2008 dated 23/01/2008; 591/2008 dated 23/01/2008; 2309/2009 dated 09/05/2009; 2310/2009 dated 09/05/2009; 2311/2009 dated 10/06/2009; 2089/2009 dated 27/02/2009; 2515/2009 dated 25/03/2009; 3143/2009 dated 11/05/2009; 4413/2009 dated 21/07/2009; 1197/2010 dated 26/02/2010;

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Director

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Helato Labs Limited

Sudershan Pallan
Company Secretary
Membership No.: 14076

For Anaika Infraventures Private Limited

Authorised Signatory

VR

S. No.	Particulars	Area (in acres)	Regd. Sale Deed Date & Document No.
			1198/2010 dated 26/02/2010; 1199/2010 dated 26/02/2010; 1356/2011 dated 30/03/2011; 1536/2011 dated 13/04/2011; 3287/2012 dated 20/03/2012; 5069/2012 dated 24/09/2012
2.	Nandigama (The sale deed numbers mentioned herein represent the ownership of the total land parcel admeasuring to 14.12 acres. Out of which 50% i.e., 7.06 acres is owned by Demerged Company 3 which is depicted in the area column)	7.06 (being 50% of the total land as per the sale deeds)	59/2012 dated 05/01/2012; 60/2012 dated 05/01/2012; 61/2012 dated 05/01/2012; 95/2012 dated 06/01/2012; 96/2012 dated 06/01/2012; 97/2012 dated 06/01/2012; 98/2012 dated 06/01/2012; 103/2012 dated 07/01/2012; 3289/2012 dated 29/05/2012

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Supreshan Malap
Company Secretary
M/s. Hetero Labs Limited
14076

For Anaika Infraventures Private Limited

Authorised Signatory

VJ

Schedule - IV

This Schedule forms an integral part of the Composite Scheme of Arrangement in relation to demerger of Real Estate Business Undertaking 4 of Hetero Labs Limited ("Demerged Company 4") into Anaika Realty Private Limited ("Resulting Company 2") and their respective shareholders. The details of Immovable properties forming part of the Real Estate Business Undertaking 4 (including the following immovable properties forming part of the Real Estate Business Undertaking 1 and Real Estate Business Undertaking 2 being demerged into Hetero Labs Limited with effect from the Appointed Date 1) proposed to be transferred to Resulting Company 2 pursuant to the demerger of Real Estate Business Undertaking 4 with effect from the Appointed Date 2 shall include the following:

S. No.	Particulars	Area (in acres)	Regd. Sale Deed Date & Document No.
	Land		
1.	Annaram village, Gummadidala Mandal, Sangareddy District. (Sy.No:261/ 79E, 261/80, 261/79A, 261/12, 261/13, 261/22, 261/23, 261/17A, 261/18A, 261/43, 261/3, 261/4, 261/11, 261/11AA1, 261/14A,	80.16	1740/2018 dated 09/01/2018; 7937/2018 dated 28/02/2018; 7938/2018 dated 28/02/2018; 13522/2018 dated 06/04/2018; 25465/2018 dated 06/07/2018; 29472/2018 dated 30/07/2018;

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised-Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Supriya Pallap
Company Secretary
Membership No : 14076

For Anaika Infraventures Private Limited

Authorised Signatory

V

S. No.	Particulars	Area (in acres)	Regd. Sale Deed Date & Document No.
	Land		
	261/4, 261/44)		34530/2018 dated 05/09/2018; 43399/2018 dated 03/11/2018; 11411/2020 dated 17/03/2020; 14392/2020 dated 05/06/2020
2.	Vavilall village, Jinnaram Mandal, Sangareddy District. (Sy.No:176 to 187, 189/78/3)	27.19	15929/2018 dated 11/04/2018; P461/2018 dated 11/04/2018
3.	Annaram village, Gummadidala Mandal, Sangareddy District. (Sy.No:261/32, 261/27, 261/28, 261/29, 261/40, 261/41, 261/77, 261/34, 261/40, 261/38, 261/36, 261/35)	42.58	30922/2017 dated 21/12/2017; 30923/2017 dated 21/12/2017; 1475/2018 dated 11/01/2018; 1507/2018 dated 11/01/2018; 1509/2018 dated 11/01/2018; 1508/2018 dated 11/01/2018; 13155/2020 dated 19/05/2020; 17777/2020 dated 08/07/2020; 20804/2020 dated 13/08/2020;

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

Director

For Anaika Infraventures Private Limited

Authorised Signatory

S. No.	Particulars	Area (in acres)	Regd. Sale Deed Date & Document No.
	Land		
			22561/2020 dated 31/08/2020; 22562/2020 dated 31/08/2020

Schedule – V

This Schedule forms an integral part of the Composite Scheme of Arrangement in relation to demerger of Real Estate Business Undertaking 5 of Hetero Labs Limited ("Demerged Company 4") into Anaika Infraventures Private Limited ("Resulting Company 3") and their respective shareholders. The details of Immovable properties forming part of the Real Estate Business Undertaking 5 (including the following immovable properties forming part of the Real Estate Business Undertaking 3 being demerged into Hetero Labs Limited with effect from the Appointed Date 1) proposed to be transferred to Resulting Company 3 pursuant to the demerger of Real Estate Business Undertaking 5 with effect from the Appointed Date 2 shall include the following:

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hetero Labs Limited

076

For Anaika Infraventures Private Limited

Authorised Signatory

S. No.	Particulars	Area (in acres)	Regd. Sale Deed Date & Document No.
	Land		
1.	Veerlapally Village, Nandigama Mandal, Ranga Reddy	387.35	14414/2006 dated 29/07/2006; 1566/2008 dated 11/02/2008; 1583/2008 dated 11/02/2008; 587/2008 dated 23/01/2008; 588/2008 dated 23/01/2008; 589/2008 dated 23/01/2008; 590/2008 dated 23/01/2008; 591/2008 dated 23/01/2008; 2309/2009 dated 09/05/2009; 2310/2009 dated 09/05/2009; 2311/2009 dated 10/06/2009; 2089/2009 dated 27/02/2009; 2515/2009 dated 25/03/2009; 3143/2009 dated 11/05/2009; 4413/2009 dated 21/07/2009;

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For YATNAM LAB LIMITED

Director

For Hydero Labs Limited

Sudershan Pallap

Company Secretary

Membership No.: 14076

For Anaika Infraventures Private

Authorised Signatory

S. No.	Particulars	Area (in acres)	Regd. Sale Deed Date & Document No.
			1197/2010 dated 26/02/2010; 1198/2010 dated 26/02/2010; 1199/2010 dated 26/02/2010; 1356/2011 dated 30/03/2011; 1536/2011 dated 13/04/2011; 3287/2012 dated 20/03/2012; 5069/2012 dated 24/09/2012
2.	Nandigama (The sale deed numbers mentioned herein represent the ownership of the total land parcel admeasuring to 14.12 acres. Out of which 50% i.e., 7.06 acres is owned by Demerged Company 3 which is depicted in the area column)	7.06 (being 50% of the total land as per the sale deeds)	59/2012 dated 05/01/2012; 60/2012 dated 05/01/2012; 61/2012 dated 05/01/2012; 95/2012 dated 06/01/2012; 96/2012 dated 06/01/2012; 97/2012 dated 06/01/2012; 98/2012 dated 06/01/2012; 103/2012 dated 07/01/2012; 3289/2012 dated 29/05/2012

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For Veer West Realty India Private Limited

Director

For Anaika Realty Private Limited

Authorised Signatory

For Anaika Properties Private Limited

Authorised Signatory

For VATNAM LAB LIMITED

Director

For Hetero Labs Limited

Sudeshan Paltap
Company SecretaryFor Anaika Infraventures Private Limited
M/S. Regd. No. 14076

Authorised Signatory

Schedule – VI

This Schedule forms an integral part of the Composite Scheme of Arrangement in relation to demerger of Real Estate Business Undertaking 6 of Hetero Labs Limited ("Demerged Company 4") into Anaika Properties Private Limited ("Resulting Company 4") and their respective shareholders. The details of Immovable properties proposed to be transferred to Resulting Company 4 pursuant to the said demerger include the following:

S. No.	Particulars	Area (in acres)	Regd. Sale Deed Date & Document No.
	Land		
1.	Nanakramguda(V) (Sy No:83,84&87)	4.21	22164/2021 dated 22/12/2021

For ANAIKA INDUSTRIES LIMITED

DIRECTOR

For YATNAM LAB LIMITED

For Veer West Realty India Private Limited
Director

For Helens Labs Limited
S. J. H. 1978

For Anaika Realty Private Limited
Authorised Signatory

For Anaika Infraventures Private Limited

Authorised Signatory

For Anika Properties
Authorised Signatory