



NOTICE

Notice is hereby given that the 03rd Annual General Meeting of **DEVOTED CONSTRUCTION LIMITED** will be held on Monday, the 30th day of September, 2019 at 01:30 P.M. at M-55, 3rd Floor, M block Market, Greater Kailash –II, New Delhi-11048 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2019, the reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Mr. Pushpendra Surana (DIN: [01179041](#)), who retires by rotation at this Annual General Meeting and being eligible and has offered himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of the Section 152 of the Companies Act, 2013, Mr. Pushpendra Surana (DIN: [01179041](#)), who retires by rotation at this meeting and being eligible and has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Special Business:

3. **Appointment of Statutory Auditor to fill casual vacancy.**

To Appoint Auditors of the Company and to fix their remuneration and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):

“RESOLVED THAT subject to the provisions of Section 139, 142 of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any M/s R Gopal & Associates , Chartered Accountants (Firm Registration No : 000846C) be and is hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s Prakash Mishra & Associates, Chartered Accountants (Firm Registration No: 112492W)

RESOLVED FURTHER THAT M/s R Gopal & Associates, Chartered Accountants be and is hereby appointed as Statutory Auditors of the Company to hold the office from 04th September, 2019 until the conclusion of the 03rd Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

4. **Appointment of Statutory Auditor**

To Appoint Auditors of the Company and to fix their remuneration and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):

“RESOLVED THAT subject to the provisions of Section 139, 142 of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any any M/s R Gopal & Associates, Chartered Accountants (Firm Registration No : 000846C) be and is hereby appointed as Statutory Auditors of the Company , for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting, subject to the ratification by the members at every Annual General Meeting of the said tenure at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

RESOLVED FURTHER THAT any of the director of the Company or Company Secretary of the Company, be and are hereby authorized to do such acts, deeds or things and to file necessary e-forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”



5. Regularisation of Mr Gaurav Bohra as the Managing Director and Chief Financial Officer of the Company.

To consider and if thought fit, to pass with or without modification(s) , the following Resolution(s) as Ordinary Resolution(s):

“RESOLVED THAT pursuant to the provisions of sections 196, 197,198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), Articles of Association of the Company and subject to the consent of the members of the Company, be and is hereby given for appointment of Mr. Gaurav Bohra as the Managing Director and Chief Financial Officer of the Company for a period of three (3) years from 18th April, 2019; on the terms, conditions and remuneration specified by the Nomination & Remuneration Committee as well as in the draft appointment letter to be issued to him in this regard as per the copy now placed before the Board

6. Regularisation of Mr. Syed Liaquat Ali as Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s) , the following Resolution(s) as Ordinary Resolution(s):

“RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and other applicable provisions of Companies Act, 2013 and Companies (Appointment and Qualifications of Directors)Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India(Listing Obligations and Disclosures Requirement)Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr Syed Liaquat Ali who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company by the Board of Directors on 18.05.2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act and is hereby appointed as an Independent Director for a term upto 5 years who shall hold office upto the Annual General Meeting of the Company to be held in year 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all steps as may be necessary, proper and expedient to give complete effect to this resolution.”

7. Regularisation of Mr. Narsimha Kavadi as Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s) , the following Resolution(s) as Ordinary Resolution(s):

“RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and other applicable provisions of Companies Act, 2013 and Companies (Appointment and Qualifications of Directors)Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India(Listing Obligations and Disclosures Requirement)Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr Narsimha Kavadi who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company by the Board of Directors on 29.05.2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act and is hereby appointed as an Independent Director for a term upto 5 years who shall hold office upto the Annual General Meeting of the Company to be held in year 2024

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all steps as may be necessary, proper and expedient to give complete effect to this resolution.”

**Registered Office:**

Property No 6, DSIIDC Shed 1,
Okhla Phase-2 Second Floor
New Delhi 110020

Date: -04th September, 2019

Place: - New Delhi

By order of the Board

For Devoted Construction Limited

SD/-

Shagun Nijhawan

Company Secretary

Membership No. A53461

NOTES:

1. A Member of the company entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. A blank form of the proxy is enclosed. The instrument appointing the proxy should, however, be deposited at the registered office of the company duly completed not later than forty eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 25th day of September, 2019 to Monday, 30th September, 2019 (both days inclusive).
4. Members are requested:
 - i) to kindly notify the change of address, if any, to the Company/their Depository Participant.
 - ii) to bring their attendance slip along with their copy of the Annual Report in the Meeting.
 - iii) to deposit the duly completed attendance slip at the Meeting.
5. Members may use the facility of Nomination. A Nomination Form will be supplied to them on request.
6. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays during business hours up to the date of the Annual General Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts or Arrangement in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. The copies of the Annual Reports will not be distributed at the Annual General Meeting (AGM). Members are requested to bring their copies to the meeting. The Annual Report of the Company is also available on the Company's website www.devotedconstruction.com.



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No 2:

Details of Directors retiring by rotation and proposed to be re-appointed and re- appointment of independent directors (Pursuant to Regulation 36(3) of Securities and Exchange Board of India (SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards Issued by the Institute of Company Secretaries of India

Name of the Director	Mr. Pushpendra Surana
DIN No.	01179041
Date of Birth	23/11/1976
Date of first Appointment	18/09/2014
Experience/Expertise in Specific Functional Areas	Mr. Pushpendra Surana is a Fellow Member of Institute of Chartered Accountants of India and a practicing Chartered Accountant having experience of more than 10 years in the area of Audit, Finance and Corporate Advisory matters. He has handled various types of Audit and Consultancy work of international and domestic clients. Public sector and private sector clients, listed and unlisted companies etc. are part of his clientele including Real Estate clients. Apart from audit he also has good experience indirect taxation work.
Qualification(s)	Mr. Pushpendra Surana is a Fellow Member of Institute of Chartered Accountants of India and a Practicing Chartered Accountant.
Directorship in other Companies	Please refer Corporate Governance Report of 2018-19
Chairmanship/ Membership of Committees (across all public Cos.)	Please refer Corporate Governance Report of 2018-19
Shareholding in the Company	87,000 (2.9%)
Relationship with other Directors and KMPs of the Company	Yes (Mrs. Babita Bohra (Sister))
No. of Board Meeting held/ Attended	Please refer Corporate Governance Report of 2018-19
Last Remuneration drawn (per annum)	Nil

The above information may be treated as part of Statement annexed under Section 102 of the Companies Act, 2013.

For other details such as number of meetings of the board attended and amount of sitting fees drawn during 2018-19, in respect of Mr. Pushpendra Surana, please refer Corporate Governance Report.

Item No 3 & 4:

M/s. Prakash Mishra & Co., Chartered Accountants, [Firm Reg. No. 112492W] tendered their resignation w.e.f. 02nd September, 2019 due to pre – occupation hence they would not be able to continue as the Statutory Auditor of the Company and conduct the Audit for the financial year 2019 – 2020 w.e.f. 04th September, 2019. In order to fill up such casual vacancy, the company has appointed M/s. R Gopal & Associates, Chartered Accountants, to conduct the audit in the Board Meeting held on 04th September, 2019. In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the company needs to approve the appointment of M/s. R Gopal & Associates, Chartered Accountants, in the General Meeting of the Company within 3 (three) months from the date of appointment by the Board. Hence, the company has proposed their approval of the members in the item number 3 of the notice. Further, the company has proposed their appointment in the item number 4 of the notice, for the period of 5 (five) years subject to the ratification by the members at every Annual General Meeting. The Board commends the Ordinary Resolutions set out at Item Nos. 3 and 4 of the Notice for approval by the members. None of the directors and key managerial personnel are interested in this resolutions.

**Item No 5**

Mr. Gaurav Bohra was first inducted to the Board at the Board Meeting held on 18th April, 2019 and in the same meeting he was appointed as the Additional Director. In terms of Section 161(1) of the Companies Act, 2013. Mr. Gaurav Bohra can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company. Further, in the same meeting i.e. meeting held on 18th April 2019, the Board appointed Mr. Gaurav Bohra as the Managing Director and Chief Financial Officer of the Company, with immediate effect, for a period of three years, subject to the approval of the shareholders. The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Gaurav Bohra by the Company. The Board is of the opinion that the appointment and presence of Mr. Gaurav Bohra on the Board as the Managing and Chief Financial Officer will be desirable, beneficial and in the best interest of the Company. The Board recommends the resolution set out in item no. 5 of the accompanying Notice for approval and adoption of the Members. A copy of the Board Resolution and the draft appointment letter issued to Mr. Gaurav Bohra, Managing Director and Chief Financial Officer will be available for inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) at the Registered Office of the Company. None of the Directors of the Company except Mr. Gaurav Bohra, is concerned or interested in the proposed resolution.

Item No 6

Mr. Syed Liaqat Ali was appointed as Additional Independent Director with effect from 18TH April, 2019, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company.

The Board is of the view that the appointment of Mr. Syed Liaqat Ali on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 6 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Syed Liaqat Ali himself, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

Item No 7:

Mr. Narsimha Kavadi was appointed as Additional Independent Director with effect from 29TH May, 2019, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company.

The Board is of the view that the appointment of Mr. Narsimha Kavadi on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 7 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Narsimha Kavadi himself, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

Registered Office:

Property No 6, DSIIDC Shed 1,
Okhla Phase-2 Second Floor
New Delhi 110020

Date: -04th September, 2019
Place: - New Delhi

By order of the Board
For **Devoted Construction Limited**

SD/-

Shagun Nijhawan
Company Secretary
Membership No. A53461



MAP TO REACH VENUE FOR AGM OF DEVOTED CONSTRUCTION LIMITED

