



NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of Devoted Construction Limited will be held on 3rd December, 2018 at 11.30 A.M. at Room No 101, P-27 Malviya Nagar, New Delhi-110017 to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1:

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

ISSUE OF UNSECURED ZERO COUPON OPTIONALLY CONVERTIBLE DEBENTURES(ZOCDs):

"RESOLVED THAT pursuant to provisions of Section 2(30), 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to any permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for the conversion of existing unsecured Loan of Rs. 123,50,00,000 (Rs. One Hundred Twenty Three Crore Fifty Lac Only) of Blueblood Ventures Limited (herein after referred to as Lender) into 0% Optionally Convertible Debentures of Rs. 1,00,000 (One Lac) each and other terms and conditions as laid down in the Subscription Agreement will be as mutually agreed between the Company and the party and will be governed by the Subscription Agreement.

RESOLVED FURTHER THAT the subscription money in respect of ZOCDs to be offered to Investors has already been paid by the investor due to conversion of loan into Debentures.

RESOLVED FURTHER THAT ZOCDs may convert into Equity Shares at the option of issuer at any time after expiry of lock in period of 5 years till the date of maturity which is 4th December 2032 that is 15 years from the date of allotment. The price of conversion be determined as per the SEBI Guidelines.

RESOLVED FURTHER THAT the ZOCDs which are not converted and outstanding on the expiry of the tenure of the respective ZOCDs from the date of subscription shall subject to the terms and conditions as contained in the Letter of Offer, be redeemed at par.

RESOLVED FURTHER THAT the Equity Shares as allotted upon conversion of ZOCDs as aforesaid shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to agree, make and accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit, including, condition(s), modification(s) and alteration(s) stipulated or required by any relevant authorities or their bye-laws, rules, regulations or guidelines, and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such offer, issue and allotment, to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution."

DEVOTED CONSTRUCTION LIMITED

ADD: ROOM NO 101, P-27 MALVIYA NAGAR, NEW DELHI-110017
PHN NO: 011-41611745, EMAIL-ID: INFO@BLUEBLOODVENTURE.COM
CIN NO: U45500DL2016PLC299428, WEBSITE: WWW.DEVOTEDCONSTRUCTION.COM



ITEM NO 2.

ISSUE OF DEBENTURES ON PRIVATE PLACEMENT BASIS:

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

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 55, 62 and 179(3) and other provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Shares) Rules, 2014 and Rule 9 of Companies (Share Capital and Debentures) Rules, 2014 for time being in force, and the relevant rules, regulations and /or guideline, if any prescribed by the Securities Exchange Board of India (SEBI) or any other regulatory authority including Listing Regulations, and the relevant provisions of the Articles of Association of the Company, if any, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board') of the Company to offer, issue and allot, on private placement basis, 12,350 optionally convertible debentures of Rs. 100,000/- (Rupees One Lac Only) each, aggregating to Rs. 123,50,00,000 (Rs. One Hundred Twenty Three Crore Fifty Lac Only), to Blueblood Ventures Limited by conversion of outstanding unsecured loan of Rs. 123,50,00,000 (Rs. One Hundred Twenty Three Crore Fifty Lac Only) taken from them, with such rights and privileges and on such terms and conditions as may be decided by the Board and as may be mutually decided between the Lenders, details of which is mentioned below:-

Sr. No	Name of Debenture Holder	Number of ZOCDS	Amount	Face Value	Tenure
1	Blueblood Ventures Limited Registered Office: Room No 101, P-27 Malviya Nagar, New Delhi-110017	12,350	Rs.123,50,00,000 (Rs One Hundred Twenty Three Crore Fifty Lac Only)	Rs.100000(One Lac)	15 years

RESOLVED FURTHER THAT the Board in its absolute discretion, as may be deemed appropriate, may make such further issue of Debentures within such limits and on such terms and conditions on any subsequent redemption and/or outstanding debentures or any part thereof from time to time as may be considered fit and proper by the Board, so that the total debentures outstanding at any point of time shall not exceed the amount stipulated under the Memorandum and Articles of Association.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to this effect and intent that the Members shall be deemed to have given their approval hereto expressed by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein to any Committee of Directors."

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

Date: 08.11.2018
Place: New Delhi

Sd/-
Shagun Nijhawan
Company Secretary



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. 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.
4. Members may use the facility of Nomination. A Nomination Form will be supplied to them on request.
5. 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.
6. 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.
7. 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.

Date: 08.11.2018
Place: New Delhi

By the order of the Board
For Devoted Construction Limited

Sd/-
Shagun Nijhawan
Company Secretary



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Sections 102 read with 42 and 62 and other applicable provisions of the Companies Act, 2013 and the Rules framed there under, the following statement sets out all the material facts relating to the special business mentioned in the accompanying notice dated 08th November, 2018 and should be taken as forming part of the Notice:

ITEM NO. 1 and 2

Your Company has borrowed Rs. 123,50,00,000/- (Rs. One Hundred Twenty Three Crore Fifty Lac Only) from M/s Blueblood Ventures Limited (hereinafter referred to as "Lender") as unsecured loan. In this regard, the Company has requested from M/s Blueblood Ventures Limited vide its letter dated 5th November 2018 to convert the said Unsecured Loan into Zero Coupon Optionally Convertible Debentures ("ZOCDs") of on such terms and conditions as may be mutually agreed between the Company and the Lender and the same was accepted by the Company. Accordingly, the Board of Directors of the Company has accepted the request of Devoted Construction Limited and given consent, subject to approval of Members by way of Special Resolution, at meeting held on 8th November, 2018 to convert Unsecured Loan of Rs. 123,50,00,000/- (Rs. One Hundred Twenty Three Crore Fifty Lac Only) into 12350 (Twelve Thousand Three Hundred Fifty) unrated, unlisted, unsecured, 0% Percent Optionally Convertible Debentures of Rs. 1,00,000/- (Rupees One Lac only) each on such terms and Conditions as mutually agreed by the Company & Lenders, and incorporated in the Debenture Subscription Agreement, a draft of which is open for inspection in physical as well as electronic form at the Registered Office of the Company during the office hours on any working days, except Saturdays and Sundays, between 11.00 a.m. and 1.00 p.m. up to the date of Extra-Ordinary General Meeting of the Company, and also at the Meeting.

Detailed information as required under Section 42 is enumerated below:

1. The Board of Directors of the Company have accordingly proposed to make an offer of the Zero Coupon Optionally Convertible Debentures (ZOCDs) on the terms and conditions specified, on a private placement basis to the Investor.
2. **12350 – Zero Coupon Optionally Convertible Debentures (ZOCDs)** with face value of Rs.100,000/-each at par for an amount aggregating to Rs.123,50,00,000 (Rs. One Hundred Twenty Three Crore Fifty Lac Only) for a period of 15 years on private placement basis to M/s Blueblood Ventures Limited.
3. The following disclosures as required under Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 are made:
 - (i) The Company has drawn plans to restructure its existing debt and to carry out its business activities has requested M/s Blueblood Ventures Limited for conversion of their existing loan into **Zero Coupon Optionally Convertible Debentures (ZOCDs)**
 - (ii) 12350 – Zero Coupon Optionally Convertible Debentures (ZOCDs) with face value of Rs.100,000/-each at par for an amount aggregating to Rs.123,50,00,000 (Rs. One Hundred Twenty Three Crore Fifty Lac Only) for a period of 15 years on private placement basis to M/s Blueblood Ventures Limited.
 - (iii) The ZOCDs will be convertible into Equity Shares of the Company at the Option of the issuer at any point of time commencing after completion of 15 years from the date of allotment. In case the ZOCDs holder does not exercise the Conversion Option, either partially or fully during the tenure of the ZOCDs, then the said outstanding ZOCDs on the expiry of the 15 years from the date of their allotment shall be redeemed by the Company. No Premium shall be payable on Redemption of ZOCDs and the ZOCDs shall be redeemed at par. The said ZOCDs are restricted for sale or transfer without the written consent of the Company.
 - (iv) The price has been arrived at as on 8th November, 2018 based on the last audited Balance Sheet for the year ended March 31, 2018.
 - (v) The allotment of ZOCDs is proposed to be made to proposed Investors on a private placement basis .

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- (vi) The directors or key managerial personnel of the Company or their relatives do not intend to subscribe to the offer. Promoters of the Company intend to subscribe for Compulsorily Convertible Debentures.
 - (vii) The offer is proposed to be kept open for a period from 3rd December, 2018 to 12th December, 2018. Since this is the conversion of loan into Debentures the same can be allotted when the application is received by the Company
 - (viii) The offer is proposed to be made to Blueblood Ventures Limited, a Listed Public Company having its registered office at Room No 101, P-27 Malviya Nagar, New Delhi-110017
 - (ix) No allotment of any kind of securities on preferential basis has been made by the Company during the financial year 2017-18 till date and further presently there are no securities as issued are pending.
 - (x) The proposed allotment of ZOCDs of Rs.100000 (One Lac) each is not to be made for consideration other than cash.
4. The allotment of aforesaid ZOCDs of Rs.100,000 each on a preferential/private placement basis made pursuant to the above proposed Special Resolution shall be completed within a period of twelve months from the date of passing of the special resolution.
 5. The issue price of the aforesaid ZOCDs of Rs.100,000 each to be issued on a private placement basis for other than cash has been determined on the basis of valuation report of M/s VSD & Associates, Chartered Accountants, having their office at E-145, Basement, Kalkaji, New Delhi-110019 who are independent chartered accountants in practice having a minimum experience of ten years.
 6. The said ZOCDs of Rs.1,00,000 each are offered on a private placement basis with an option of conversion into equity shares. The price of the resultant shares has been determined before hand on the basis of a valuation report of M/s VSD & Associates, Chartered Accountants, having their office at E-145, Basement, Kalkaji, New Delhi-110019 who are independent chartered accountants in practice having a minimum experience of ten years.
 7. Henceforth, the resolutions at Item No. 2 is proposed.
 8. The Directors consider that the Resolution is in the interest of the Company and its shareholders. None of the Directors of the Company and their relatives are in any way concerned or interested financially or otherwise in the Resolution except to the extent of their shareholding, if any, in the Company.
 9. Your Directors recommend the Resolution for your approval as a Special Resolution.
 10. The Company has to the best of it's capabilities disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decision thereon.

None of the director or the manager or Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs shall be considered to be concerned or interested whether financial or otherwise, if any, in respect of Special Resolution proposed at item No.1 and 2

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

By the order of the Board
For Devoted Construction Limited

Date: 08.11.2018
Place: New Delhi

Sd/-
Shagun Nijhawan

Company Secretary

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ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the venue.

DP-Id*		Folio No.	
Client-Id*		No. of shares	

Name and address of the Shareholder

Name and address of the Proxy holder

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company held on Monday, the 3rd day of December, 2018 at 11:30 A. M. at the Registered Office of the company at Room No 101, P-27 Malviya Nagar, New Delhi-110017.

Signature of Shareholder

Signature of Proxyholder

*Applicable for investors holding shares in electronic form.

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), Rules, 2014]

Name of the Member's:
Registered Address:
Email-Id:
Folio No.:
DP-ID/Client-ID*:

*Applicable for shareholders holding shares in electronic form.

I/We, being the member(s) holding _____ shares of Devoted Construction Limited, of Re. 10/- each hereby appoint

(1) Name: _____ of _____ having _____ e-mail id _____ or failing him

(2) Name: _____ of _____ having _____ e-mail id _____ or failing him

(3) Name: _____ of _____ having _____ e-mail id _____ or failing him

and whose signature(s) are appended in Proxy Form as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, the 3rd day of December, 2018 at 11:30 A. M. at Room No 101, Malviya Nagar, New Delhi-110017 and at any adjournment thereof in respect of such resolutions as are indicated overleaf :

I wish my above Proxy to vote in the manner as indicated in the Box below:

S.No.	Resolutions	For	Against
1.	Issue Of Unsecured Zero Coupon Optionally Convertible Debentures(Zocds)		
2.	Issue of Debentures on Private Placement Basis		

Signed this.....day of.....2018

Signature of Shareholder

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

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Notes:

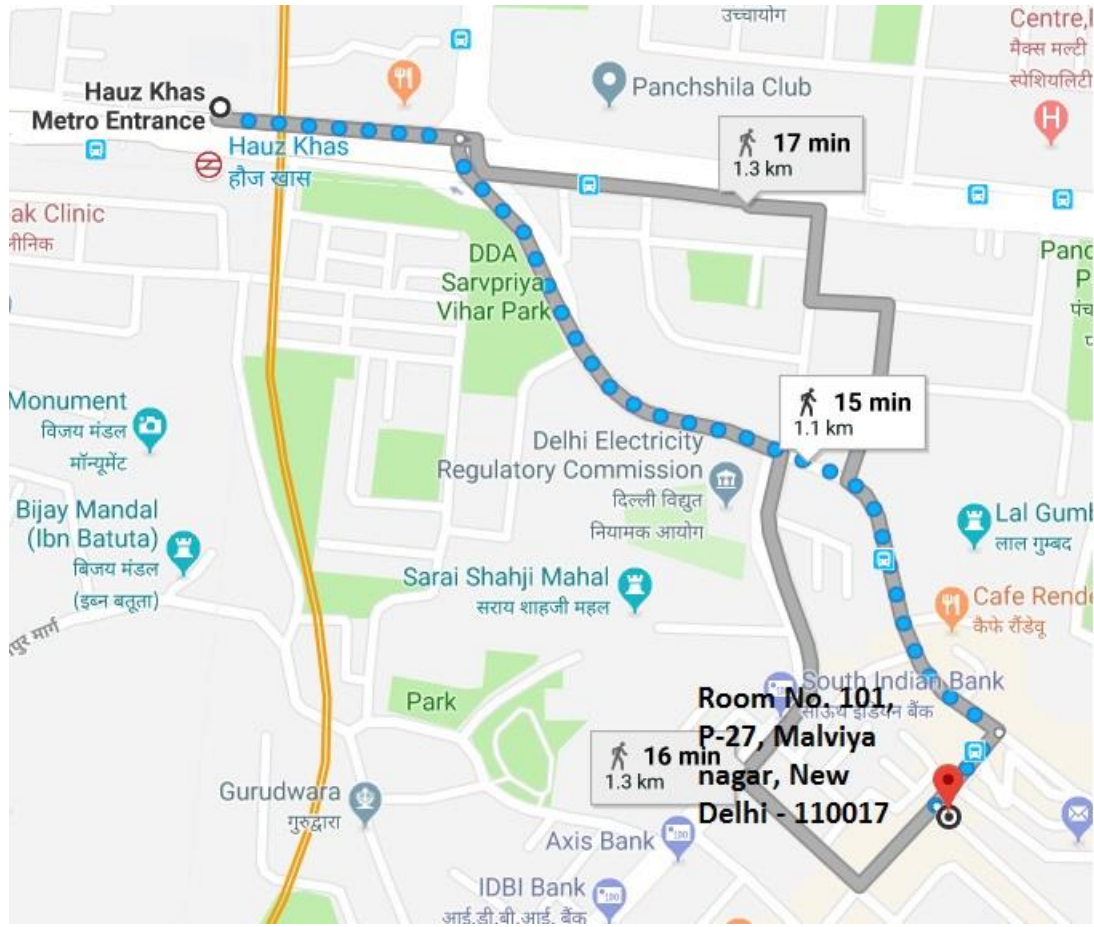
1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
- *4. This is only optional. Please put a 'X' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all joint holders should be stated.

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ROUTE MAP TO REACH VENUE



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