



CIN : L45500DL2016PLC299428

29th Jan, 2019

To
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Bombay-400001

Dear Sir,

Subject: Notice of Extra Ordinary General Meeting- Regulations 29 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find enclosed notice of Extraordinary General Meeting which is proposed to be held on Monday 25th February, 2019 at the registered office of the Company at Room No 101, P-27 Malviya Nagar, New Delhi-110017. The cut of date for determining the eligible shareholders is 25th January, 2019.

This is for your information and records

Thanks & Regards

For **Devoted Construction Limited**

Shagun Nijhawan
Company Secretary



DEVOTED CONSTRUCTION LIMITED

Registered Office : Room No. 101 (First Floor), P-27, Malviya Nagar (Main Market), New Delhi-110017

Ph.: 011-40319999, **Fax :** 011-40319931, **Mail :** info@devotedconstruction.com



NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of Devoted Construction Limited will be held on 25th February, 2019 at 11.30A.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:

CHANGE IN TERMS AND CONDITION 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 the ICDR Regulations, LODR Regulation approval of the Stock Exchange 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) (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions, and consents as the case may be) which may be accepted by the Board of Directors of the Company (herein referred to as "**Board**" which term shall include any duly constituted and authorized committee thereof to exercise its powers under this resolutions) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the Company hereby ratifies/ confirms the change in terms and conditions of the existing 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) with the following terms and conditions:-

- i. **Transferability:** the ZOCDS are transferable and can be transferred to investors
- ii. **Demat:** The said ZOCDS will be converted into Demat mode for increasing the transferability
- iii. **Marketability:** The said ZOCDS are marketable securities and eligible for listing at the institutional platform

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the board of directors for getting the said ZOCDS to be listed and traded on Institutional Trading Platforms (ITP) for increasing the credibility and transferability of the instruments and authoring the board for filing such application at the Institutional platforms as per the discretion of the board

DEVOTED CONSTRUCTION LIMITED

ADD: ROOM NO 101, P-27 MALVIYA NAGAR, NEW DELHI-110017
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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."

Date: 29.01.2019

Place: New Delhi

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

Sd/-
Shagun Nijhawan
Company Secretary

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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 the 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.

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

Date: 29.01.2019
Place: New Delhi

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 29th January, 2019 and should be taken as forming part of the Notice:

ITEM NO. 1

The Special Resolution, as provided in Item No. 1, proposed to be passed by the shareholders of the Company, shall be deemed to be an authorization by the shareholders of the Company of the debt restructuring, by way of change in terms and condition of the existing unsecured Zero Compulsory Convertible Debentures by addition of the terms as mentioned above

Your Company has issued the 12350 (Twelve Thousand Three Hundred Fifty) unrated, unlisted, unsecured, 0% Percent Optionally Convertible Debentures of Rs. 1,00,000/- (Rupees One Lac only) to Blueblood Ventures Limited on 10th December, 2018 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. The board of directors of the Company at the board meeting held on 29th January, 2019 has decided to change the terms and conditions as per the letter received by the debenture holder for change in terms and conditions and the new terms and conditions is enumerated below:-

- i. **Transferability:** the ZOCDS are transferable and can be transferred to any investors
- ii. **Demat:** The said ZOCDS will be converted into Demat mode for increasing the transferability
- iii. **Marketability:** The said ZOCDS are marketable securities and eligible for listing at the stock exchange

The said ZOCDS to be listed at Institutional Trading Platforms (ITP) for increasing the credibility and transferability of the instruments and authoring the board for filing an application at the Institutional Trading Platforms as per the discretion of the board.

The Debenture holders have accorded their consent to the proposed change in terms and conditions as well as conversion and their consent letter will be available for inspection at the Registered Office of the Company during office hours on all working days up to the date of EGM

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.

In view of the above the Company is accordingly required to pass this resolution as a Special Resolution. The Board commends the resolution for the approval of the members as a Special Resolution.

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 except that Mr. Suresh Bohra, is Director of the both the Companies

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Date: 29.01.2019
Place: New Delhi

By the order of the Board
For Devoted Construction Limited

Sd/-
Shagun Nijhawan
Company Secretary



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 25th February, 2019 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 25th February, 2019 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.	Change in terms and condition of ZOCDS		

Signed this.....day of.....2019

Signature of Shareholder

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

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Notes:

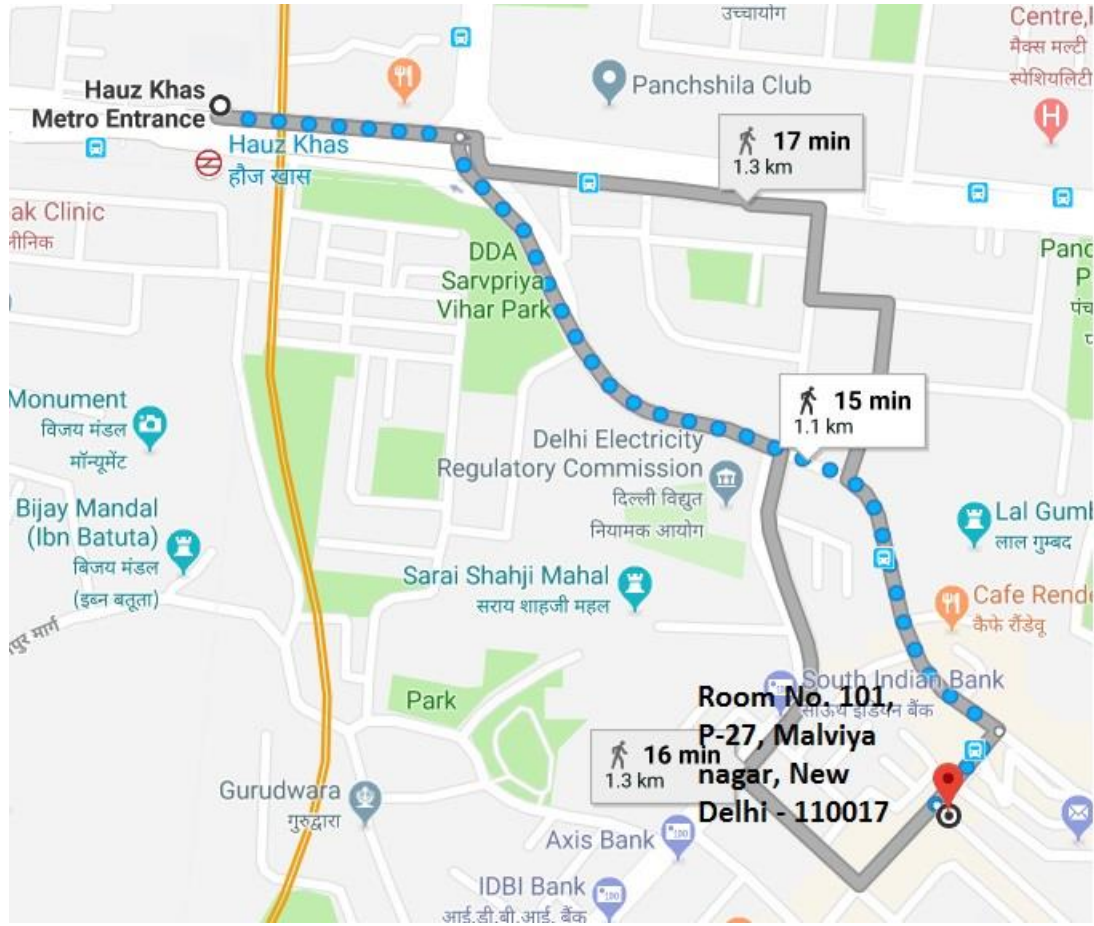
1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding 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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