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BLUEBLOOD VENTURES LTD.

CIN : U70102DL2007PLC159680

Statement of undertaking in relation to non-applicability of requirements prescribed in Para 5.16(a) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 and CIR/CFD/CMD/16/2015 dated November 30th, 2015 (SEBI Circulars) in respect of Scheme of Arrangements

Sub: Scheme of Arrangement between Blueblood Ventures Limited (the company) and Devoted Construction Limited and their respective shareholders under section 391 to 394 of the Companies Act 1956 (section 230 to 240 and the applicable provisions of the Companies Act, 2013 being notified), hereinafter referred to as "the provision of the act" [the scheme] and Non Applicability of the requirements prescribed in Para 5.16 (a) of SEBI circulars, wherein SEBI has mandated all listed companies to ensure that the scheme submitted to Hon'ble High court for sanction, provides for voting by public shareholders through postal ballot and e-voting in certain specified cases.

1. Devoted construction Limited is the wholly owned subsidiary of the Blueblood Ventures Limited which is a listed Company. A Scheme of Arrangement of the Company with Blueblood Ventures Limited and Devoted Construction Limited (Earlier Known as Devoted Construction Private Limited) and their respective shareholders has been proposed under the provisions of the act for the demerger of their real estate business. The proposed Scheme is to be approved by the board of the company at its meeting held on 20th June, 2016. The appointed date for the scheme is 31st May, 2016.
2. The Company hereby undertakes that the requirement of Para 5.16(a) of the SEBI circulars pertaining to voting by public shareholders through postal ballot and e-voting is not applicable to the company for the following reasons:

Reasons for non-applicability

- a) The scheme does not envisage any allotment or additional shares to promoter/promoter group, related parties of promoter/promoter group, associates of promoter/promoter group, and subsidiaries of promoter/promoter group of the company.
- b) The scheme does not involve the company and other entity involving the promoter/associates/subsidiaries or their group other than the wholly owned subsidiaries of the company i.e. Blueblood Venture Limited and Devoted Construction Limited.
- c) The company has not acquired the equity shares of the subsidiaries, by paying consideration in cash or in kind in the past to any of the shareholders of such subsidiaries who may be promoter/related party/associates/subsidiary or any of such promoter group of the company and such a subsidiary is not being merged with the company under the scheme.



(Formerly known as BlueBlood Ventures Pvt. Ltd.)

(Formerly known as BlueBlood Equity Trading Pvt. Ltd.)

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

Ph.: 011-26671594-8, **Fax :** 011-46036471, **Mail :** info@bluebloodventure.com



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3. Accordingly, we submit that the requirements prescribed in Para 5.16(a) of the circular in relation to voting by public shareholders through postal ballot and e-voting are not applicable to the proposed scheme filled by the Company.

For Blueblood Ventures Limited



Suresh Bohra
Managing Director
Din:00093343
E-356, Greater Kailash-2,
New Delhi-48

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CERTIFICATE

To,
The Board of Directors,
Blueblood Ventures Limited
P-27, Malviya Nagar, Main Market, New Delhi-110017

1. In connection with the proposed Scheme of Arrangement duly signed by the Managing Director of Blueblood Venture Limited (the Company) having its registered office at P-27, Malviya Nagar New Delhi-110017 [attached as an Annexure to the undertaking] under section 391 to 394 of the companies act 1956 between the company and Devoted Construction Limited (Earlier Known as Devoted Construction Private Limited) and their respective shareholders, We, VSD & Associates, Chartered Accountants have examined the books of accounts, the proposed scheme and other relevant records and documents maintained by the company in usual course of its business for the purpose of certifying the accompanying "Undertaking in relation to non applicability of Para 5.16(a) of SEBI Circular Para 5.16(a) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with SEBI circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 (Revised SEBI Circulars) [the Undertaking] duly stamped and initialed for identification.
2. The management of the company is responsible for the preparation of the Undertaking and maintenance of proper books of accounts and such other relevant records as may be prescribed by applicable laws, which includes collecting, collating and validating data and designing, implementing and monitoring internal controls relevant to the preparation of the Undertaking that is free from material mis statement, whether due to fraud or error. Compliance with the Para 5.16(a) of SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 is also the responsibility of the Company's management.
3. Our responsibility, for the purpose of this certificate is limited to certifying the particulars contained in the Undertaking on the basis of the books of account, the proposed scheme and other relevant records and documents maintained by the company. we carried out our examination in accordance with the guidance Note on Audit Reports and certificates for special purposes and standards on Auditing issued by the Institute of Chartered Accountants of India, which includes concepts of test check and materiality.
4. Based on our examination and according to the information and explanations given to us, we certify that, the undertaking provided by the board of directors of the company that the requirements of paragraph 5.16(a) of the original SEBI circular as modified by the revised SEBI circular is not applicable to the company for the reasons stated in the said Undertaking, is in accordance with the books o account, the proposed scheme and other relevant records and documents maintained by the company.
5. This Certificate is issued at the request of the company for onward submission to the BSE Limited. This certificate should not be used for any other purpose without our prior written consent.



For VSD & Associates
Chartered Accountants
Firm Registration No. 008726N

FCA Sanjay Sharma
Partner
Membership Number: 087382

Place: New Delhi
Date: 20th June, 2016



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EXTRACT FROM THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF BLUEBLOOD VENTURES LIMITED HELD ON 20TH JUNE, 2016 AT P-27 MALVIYA NAGAR, NEW DELHI-110017

"RESOLVED THAT pursuant to Circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 and Circular No. CIR/CFD/DIL/16/2015 issued by SEBI, the Board of Directors of the Company do hereby approve the Undertaking signed by Mr. Suresh Bohra, Chairman of the Company and certified by VSD & Associates, Chartered Accountants to be filed with the Stock Exchange stating the reason for non-applicability of Para 5.16(a) as modified by SEBI Circular dated May 21, 2013 and November 30, 2015.

Certified to be true copy

For **BLUEBLOOD VENTURES LIMITED**

Suresh Bohra
Managing Director
DIN-00093343



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