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DEVOTED CONSTRUCTION LIMITED
(Formerly known as Devoted Construction Private Limited)
 Regd Office: P-27, Malviya Nagar New Delhi -110017
 Ph: 011-41611745, Email: suresh@blackfoxindia.com
 CIN: U45500DL2016PTC299428

ANNEXURE V

Brief particulars of the resulting company:

Particulars	Resulting Company
Name of the Company	Devoted Construction Limited
Date of Incorporation & details of name changes, if any	Our Company was incorporated as " DEVOTED CONSTRUCTION PRIVATE LIMITED " as private company under the Companies Act 2013 pursuant to certificate of incorporation dated 10th May, 2016 . The name of company changed to " DEVOTED CONSTRUCTION LIMITED " name and converted into public company vide new certificate dated 10 th June, 2016.
Registered Office	P-27, Malviya Nagar, New Delhi-110017
Brief particulars of the scheme	<p>Demerged Undertaking of the Demerged Company is proposed to be demerged, pursuant to the applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and/or any other Applicable Laws and be transferred to the Resulting Company for achieving the above mentioned objectives.</p> <p>ii. The Demerged Company will continue its interests in the Remaining Undertaking as is presently being carried out but with greater focus on growth opportunities in its field, the regulatory requirements, risks etc specific to its business. <i>The Resulting Company shall issue and allot shares to all the shareholders of the Demerged Company as consideration for the transfer of the Demerged Undertaking in proportion to their shareholding in the Demerged Company and simultaneously with such issuance in the books of the Resulting Company all the equity shares issued by the Resulting Company to the Demerged Company shall stand cancelled extinguished and annulled on and from the Effective Date.</i></p> <p>iii. The Demerger of the Demerged Undertaking in accordance with this scheme shall take effect from the Appointed Date and shall be in accordance with Section 2(19AA) of the Income Tax Act, 1961, such that;</p> <p><i>all the properties of the Demerged Undertaking being transferred by the Demerged Undertaking Company as on</i></p>



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	<p>the Appointed Date shall become the properties of the Resulting Company by virtue of this scheme.</p> <p>(b) all the liabilities relatable to the Demerged Undertaking as on the Appointed Date shall become the liabilities of the Resulting Company by virtue of this scheme.</p> <p>(c) the properties and the liabilities relatable to the Demerged Undertaking being transferred by the Demerged Company shall be transferred to the Resulting Company at the value appearing on the books of account of the Demerged Company immediately before the Demerger.</p> <p>(d) the Resulting Company shall issue and allot its equity shares to each member of the Demerged Company whose name is recorded in the Register of Members on the Record Date, in accordance with the terms of the scheme and without any further application, deed, payment, consent, acts, instruments or deed issue exactly the same quantity fully paid up equity shares of Rs 10 each held by such shareholder or his/her/its heirs, executors, administrators or successors in the Demerged Company.</p> <p>(e) all the shareholders of the Demerged Company as on the Record Date shall become the shareholders of the Resulting Company by virtue of the Demerger and</p> <p>(f) The transfer of the Demerged Undertaking shall be on a going concern basis.</p> <p>(iv) The scheme shall be in compliance with the applicable SEBI guidelines including the SEBI circulars CIR/CFD/DIL/5/2013 dated 4 February 2013 and SEBI circular CIR/CFD/DIL/8/2013 dated 21 May 2013 and any subsequent amendments thereof (collectively referred to as the "SEBI Circulars").</p>
Rationale for the scheme	<p>1. Demerged Company, by itself is engaged in 3 (three) distinct lines of business namely:</p> <p>A) Investment Banking Activities like Venture Capitalist, Private Equity Investments, Trading on Stock and Commodity Exchange (collectively referred to as the "<i>Investment Banking Business</i>");</p> <p>B) Special purpose Acquisition Company (collectively referred to as the "<i>SPAC Business</i>"); and</p> <p>C) Real Estate Development & Construction like FSI Trading, Acquiring & Trading in Development rights, underwriting Real Estate Projects. (Collectively referred to as the "<i>Real Estate Business/Demerged Undertaking</i>").</p> <p>2. The nature of risk and competition involved in each of the Investment Banking and Trading in shares & Commodity on Exchange Business is distinct, given that they operate in Financial Market governed by RBI and SEBI. Whereas the Real Estate Business will now be governed by Real Estate (Regulation and Development) Act, 2016 which will come enforce from 1st July, 2016.</p>



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	<p>3.Thus, separation of the Real Estate Business, by way of the Scheme, including its business, undertaking and investments from the Demerged Company would lead to significant benefits for both the businesses including:</p> <p>A)Enhanced strategic flexibility to build a vibrant industrials platform;</p> <p>B)Enable a dedicated management focus and to accelerate growth of the Real Estate Business unlocking significant value for the shareholders of Demerged Company; and</p> <p>C)Access to varied sources of funds for the rapid growth of both businesses.</p> <p>D)Would also provide scope for independent leadership, growth plans, collaboration, expansion and creating enhanced value for all the stakeholders.</p> <p>4.With a view to achieve the aforesaid growth potential, the Demerged Company proposes to re-organise and segregate, by way of the Scheme, its business, undertaking and investments in Real Estate Business. The restructuring proposed by this Scheme will also provide an opportunity to the investors to select investments which best suit their investment strategies and risk profiles.</p> <p>5.The Demerger and vesting of the Demerged Undertaking into the Resulting Company with effect from the Appointed Date is in the interest of the Shareholders, creditors, employees and all concerned. The scheme shall not, in any matter, be prejudicial to the interests of concerned shareholders or creditors or general public at large.</p>
Date of resolution passed by the Board of Director of the company approving the scheme	20 th June, 2016
Date of meeting of the Audit Committee in which the draft scheme has been approved	Not applicable,
Appointed Date	31 st May, 2016
Name of Exchanges where securities of the company are listed	Not Applicable
Nature of Business	Real Estate and Construction Business
Capital before the scheme	1,00,000
No. of shares to be issued	30,01,080 Shares will be issued pursuant to scheme of demerger



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Cancellation of shares on account of cross holding, if any	Not Applicable			
Capital after the scheme	3,00,10,800			
Net Worth	(Rs. in crores)			
Pre	0.01			
Post	8.9939			
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Not Applicable			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	NA			
Fair value per shares	Rs. 10			
Exchange ratio	1:1			
Name of Merchant Banker giving fairness opinion	Not Applicable			
Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	10,000	100%	30,01,080	100%
Public	N.A	N.A	N.A	N.A
Custodian				
TOTAL	10,000	100%	30,01,080	100%
No of shareholders	07			
Names of the Promoters	M/s Blueblood Ventures Limited Mr. Suresh Bohra, Mr. Pushpendra Surana, Mrs. Babita Bohra, Mr. Mahendra Rana, Mr. Kamal Kishore Sharma, Mr. Amit Rana			
Names of the Board of Directors	Mr. Suresh Bohra, Mr. Pushpendra Surana Mr. Manjeet Pugalia			
Details regarding change in management control if any	Not Applicable			





BLUEBLOOD VENTURES LTD.

CIN : U70102DL2007PLC159680

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ANNEXURE V

Brief particulars of the demerged company:

Particulars	Demerged Company
Name of the Company	Blueblood Ventures Limited
Date of Incorporation & details of name changes, if any	Our Company was incorporated as "BLUEBLOOD EQUITY TRADING PRIVATE LIMITED" as private company under the Companies Act 1956 pursuant to certificate of incorporation dated 23 rd February 2007 issued by Registrar of Companies New Delhi. The name of company was changed to current name and converted into a public company vide new certificate dated 12 th March, 2015.
Registered Office	P-27, Malviya Nagar, New Delhi-110017
Brief particulars of the scheme	<p>I) Demerged Undertaking of the Demerged Company is proposed to be demerged, pursuant to the applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and/or any other Applicable Laws and be transferred to the Resulting Company for achieving the above mentioned objectives.</p> <p>II) The Demerged Company will continue its interests in the Remaining Undertaking as is presently being carried out but with greater focus on growth opportunities in its field, the regulatory requirements, risks etc specific to its business.</p> <p><i>The Resulting Company shall issue and allot shares to all the shareholders of the Demerged Company as consideration for the transfer of the Demerged Undertaking in proportion to their shareholding in the Demerged Company and simultaneously with such issuance in the books of the Resulting Company all the equity shares issued by the Resulting Company to the Demerged Company shall stand cancelled extinguished and annulled on and from the Effective Date.</i></p> <p>III) The Demerger of the Demerged Undertaking in accordance with this scheme shall take effect from the Appointed Date and shall be in accordance with Section 2(19AA) of the Income Tax Act, 1961, such that;</p> <p>(a) all the properties of the Demerged Undertaking being transferred by the Demerged Undertaking Company as on the Appointed Date shall become the properties of the Resulting Company by virtue of this scheme.</p> <p>(b) all the liabilities relating to the Demerged Undertaking as on the Appointed Date shall become the liabilities of the Resulting Company by virtue of this scheme.</p> <p>(c) the properties and the liabilities relating to the Demerged undertaking being transferred by the Demerged Company shall be transferred to the Resulting Company at the value appearing on the books of account of the Demerged Company immediately before the Demerger.</p>



(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

	<p>(d) the Resulting Company shall issue and allot its equity shares to each member of the Demerged Company whose name is recorded in the Register of Members on the Record Date, in accordance with the terms of the scheme and without any further application, deed, payment, consent, acts, instruments or deed issue exactly the same quantity fully paid up equity shares of Rs 10 each held by such shareholder or his/her/its heirs, executors, administrators or successors in the Demerged Company.</p> <p>(e) all the shareholders of the Demerged Company as on the Record Date shall become the shareholders of the Resulting Company by virtue of the Demerger and</p> <p>(f) The transfer of the Demerged Undertaking shall be on a going concern basis.</p> <p>IV) The scheme shall be in compliance with the applicable SEBI guidelines including the SEBI circulars CIR/CFD/DIL/5/2013 dated 4 February 2013 and SEBI circular CIR/CFD/DIL/8/2013 dated 21 May 2013 and any subsequent amendments thereof (collectively referred to as the "SEBI Circulars").</p>
Rationale for the scheme	<p>1. Demerged Company, by itself is engaged in 3 (three) distinct lines of business namely:</p> <p>A) Investment Banking Activities like Venture Capitalist, Private Equity Investments, Trading on Stock and Commodity Exchange (collectively referred to as the "<i>Investment Banking Business</i>");</p> <p>B) Special purpose Acquisition Company (collectively referred to as the "<i>SPAC Business</i>"); and</p> <p>C) Real Estate Development & Construction like FSI Trading, Acquiring & Trading in Development rights, underwriting Real Estate Projects. (Collectively referred to as the "<i>Real Estate Business/Demerged Undertaking</i>").</p> <p>2. The nature of risk and competition involved in each of the Investment Banking and Trading in shares & Commodity on Exchange Business is distinct, given that they operate in Financial Market governed by RBI and SEBI. Whereas the Real Estate Business will now be governed by Real Estate (Regulation and Development) Act, 2016 which will come enforce from 1st July, 2016.</p> <p>3. Thus, separation of the Real Estate Business, by way of the Scheme, including its business, undertaking and investments from the Demerged Company would lead to significant benefits for both the businesses including:</p> <p>A) Enhanced strategic flexibility to build a vibrant industrials platform;</p> <p>B) Enable a dedicated management focus and to accelerate growth of the Real Estate Business unlocking significant value for the shareholders of Demerged Company; and</p> <p>C) Access to varied sources of funds for the rapid growth of both businesses.</p>



	<p>D)Would also provide scope for independent leadership, growth plans, collaboration, expansion and creating enhanced value for all the stakeholders.</p> <p>4.With a view to achieve the aforesaid growth potential, the Demerged Company proposes to re-organise and segregate, by way of the Scheme, its business, undertaking and investments in Real Estate Business. The restructuring proposed by this Scheme will also provide an opportunity to the investors to select investments which best suit their investment strategies and risk profiles.</p> <p>5.The Demerger and vesting of the Demerged Undertaking into the Resulting Company with effect from the Appointed Date is in the interest of the Shareholders, creditors, employees and all concerned. The scheme shall not, in any matter, be prejudicial to the interests of concerned shareholders or creditors or general public at large.</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	20 th June, 2016	
Date of meeting of the Audit Committee in which the draft scheme has been approved	20 th June, 2016	
Appointed Date	31 st May, 2016	
Name of Exchanges where securities of the company are listed	BSE Limited	
Nature of Business	Company primarily engaged in the business, inter alia, of (a) Investment Banking Activities like Venture Capitalist, Private Equity Investments, Trading on Stock and Commodity Exchange, (b) Special purpose Acquisition Vehicles, (c) Real Estate Development & Construction like FSI Trading, Acquiring & Trading in Development rights, underwriting Real Estate projects.	
Capital before the scheme	3,00,10,800	
No. of shares to be issued	NIL	
Cancellation of shares on account of cross holding, if any	Not Applicable	
Capital after the scheme	3,00,10,800	
Net Worth		(Rs. in crores)
Pre		15.8718
Post		06.8681
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Not Applicable	
Fair value per shares	Rs. 10	
Exchange ratio	1:1	



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Name of Merchant Banker giving fairness opinion	Not Applicable			
Shareholding pattern	Pre (As on 31.05.2016)		Post (As on 31.05.2016)	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	14,43,180	48.09	14,43,180	48.09
Public	15,57,900	51.91	15,57,900	51.91
Custodian	Not Applicable	Not Applicable	Not Applicable	Not Applicable
TOTAL	30,01,080	100%	30,01,080	100%
No of shareholders	76		76	
Names of the Promoters	Mr. Suresh Bohra Mrs. Babita Bohra Mr. Rohit Bohra Babsons(HUF) SJM Investments(Delhi) Private Limited Bohra Industrial Resources Private Limited			
Names of the Board of Directors	Mr. Suresh Bohra, Mr. Pushpendra Surana Mr. Manjeet Pugalia Mr. Syed Liaqat Ali Mrs. Babita Bohra			
Details regarding change in management control if any	Not Applicable			

