



BLUEBLOOD VENTURES LTD.

CIN : U70102DL2007PLC159680

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF BLUEBLOOD VENTURES LIMITED HELD ON MONDAY 20TH DAY OF JUNE, 2016, AT THE REGISTERED OFFICE OF THE COMPANY AT P-27, MALVIYA NAGAR, NEW DELHI-110017

SCHEME OF ARRANGEMENT (DEMERGER) OF BLUEBLOOD VENTURES LIMITED WITH DEVOTED CONSTRUCTION LIMITED

"RESOLVED THAT pursuant to the provisions of Section 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956, and relevant provision of Companies Act, 2013 and Memorandum and Articles of Association of the Company and subject to requisite approvals, consent and sanctions of Hon'ble High Court of Delhi at New Delhi, and shareholders of the Company and other regulatory authorities, members, and such other parties as may be necessary, the Real Estate Business of Blueblood Ventures Limited be demerged with Devoted Construction Limited (formerly known as Devoted Construction Private Limited) ("the resultant company"), a Company incorporated under the Companies Act, 2013 and having its Registered Office at P-27, Malviya Nagar, New Delhi-110017.

RESOLVED FURTHER THAT the draft Scheme of Arrangement (Demerger) of Blueblood Ventures Limited with Devoted Construction Limited (formerly known as Devoted Construction Private Limited) and their respective shareholders (hereinafter referred to as the "Scheme") as placed before the Meeting and initialed by the Chairman for the purposes of identification, be and is hereby approved with such modifications and subject to such conditions as may be sanctioned by Hon'ble High Court and/or as may be approved by the Shareholders or other persons concerned.

RESOLVED FURTHER THAT Mr. Suresh Bohra, Mr. Pushpendra Surana and Mrs. Babita Bohra, Directors and Ms. Neha Gupta, Company Secretary of the Company be and are hereby severally authorized to make such alterations and changes in the Scheme as may be expedient or necessary for satisfying and requirement (s) or condition (s) imposed by the Hon'ble High Court of Delhi at New Delhi, or as may be stipulated by other regulatory/ authorities or as may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may be arise for implementing and/or carrying out the Scheme.

RESOLVED FURTHER THAT in relation to the Scheme and its implementation and with respect to all or any of the matters concerned thereto, Mr. Suresh Bohra, Mr. Pushpendra Surana and Mrs. Babita Bohra, Directors and Ms. Neha Gupta, Company Secretary of the Company to take all necessary steps for:

- a. Filing applications with the Hon'ble High Court of Delhi at New Delhi seeking directions for holding the meetings of the shareholders of the Company and/ or for seeking dispensation from convening the said meeting;
- b. Filing petitions for sanctioning of the Scheme before the Hon'ble High Court of Delhi at New Delhi in accordance with the provisions of Section 391 to 394 of the Companies Act, 1956.
- c. For the above purposes, sign, declare, verify, affirm all documents and applications and file on behalf of the Company all necessary documents including, but not limited to, authorization, Vakalatnamas, affidavits, pleadings, reports and issue public advertisements and notices and delegate such authority by a valid power of attorney;

(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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- d. Do, execute and perform all such acts, deeds and things as may be necessary to carry out and implement the Scheme.
- e. Obtaining approval from such other regulatory authorities and parties, as may be considered necessary;
- f. To liaise and coordinate with all authorities for obtaining sanction of the Scheme;
- g. To make all necessary filings in relation to the Company including the order passed by the Hon'ble High Court of Delhi at New Delhi sanctioning the Scheme, required to be made under Section 391(3) of the Companies Act, 1956 with the Registrar of Companies;
- h. To do all such acts, deeds and things as may be considered necessary and expedient in relation thereto;
- i. To pay duties, charges, fees and such other taxes as may be necessary; and
- j. For the above purposes to engage services of advocates and if considered necessary also engage services of counsel(s), local advocates, consultants and advisors and pay them their requisite fees and remuneration etc."

RESOLVED FURTHER THAT, the report from the Audit Committee dated on 20th June, 2016 recommending the draft scheme as placed before the board be and is hereby noted and approved.

RESOLVED FURTHER THAT, an undertaking of the Company certified by M/s. VSD & Associates, Chartered Accountants, and Statutory Auditors of the Company clearly stating the reasons for non applicability of 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) be and is noted and approved.

RESOLVED FURTHER THAT, the board hereby appoints BSE Limited as the Designated Stock Exchange for the purpose of coordinating with Securities and Exchange Board of India ("SEBI") for the proposed Demerger.

RESOLVED FURTHER THAT M/s Khaitan & Partner, Advocates, be and are hereby appointed as advocates of the Company for filling the requisite application and petitions before the Hon'ble High Court of New Delhi and other authorities as may be required for obtaining approvals/sanctions of the said scheme of Arrangement and to comply with all other formalities as may be required.

For Blueblood Ventures Limited

Suresh Bohra
Managing Director
Din: 00093343

Address: E-356, Greater Kailash-2,
New Delhi-110048



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