

**FORM NO.CAA-3**  
**[Pursuant to Section 230(5) and Rule 8]**  
**In the Matter of Scheme of Arrangement (Demerger) of**  
**Blueblood Ventures Limited and Devoted Construction Limited and their respective**  
**Shareholders and Creditors**

**NOTICE TO CENTRAL GOVERNMENT, REGULATORY AUTHORITIES**

To,

Equity Shareholders

Notice is hereby given in pursuance of sub-section (5) of section 230 of the Companies Act, 2013, that as directed by the Special Bench of the National Company Law Tribunal (NCLT ) at New Delhi by an order dated 28<sup>th</sup> April, 2017 under sub-section (1) of section 391 to 394 of the Companies Act, 1956 (presently sections 230-232 of the Companies Act, 2013) a meeting of the Equity Shareholders of Blueblood Ventures Limited shall be held on 15<sup>th</sup> June, 2017 at 10:30 A.M. to consider the Scheme of Arrangement (Demerger) of Blueblood Ventures Limited with Devoted Construction Limited at PHD Commerce and Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016.

A copy of the notice (along with explanatory Statement and disclosures/annexures, as required under Section 230(3) of the Act) Scheme of Arrangement (Demerger) are enclosed.

You are hereby informed that representations, if any, in connection with the proposed Arrangement (Demerger) may be made to the Tribunal within thirty days from the date of receipt of this notice. Copy of the representation may simultaneously be sent to the concerned company(ies).

In case no representation is received within the stated period of thirty days, it shall be presumed that you have no representation to make on the proposed Scheme of Arrangement (Demerger).

Authorized Signatory

Dated this 11<sup>th</sup> Day of May, 2017

Place : New Delhi

Enclosures :     (i)       Copy of notice with statement as required under section 230(3);  
                             (ii)       Copy of Scheme of Arrangement (Demerger)

**BLUEBLOOD VENTURES LIMITED**  
**CIN:-L70102DL2007PLC159680 Registered office: Room No.101, P-27**  
**Malviya Nagar, New Delhi-11001**  
**Email: [info@bluebloodventure.com](mailto:info@bluebloodventure.com) ;**  
**website: [www.bluebloodventure.com](http://www.bluebloodventure.com)**

**NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF THE EQUITY  
SHAREHOLDERS OF  
BLUEBLOOD VENTURES LIMITED**

**TRIBUNAL CONVENED MEETING**

|  |
|--|
| Day: THURSDAY<br>DATE:15 <sup>th</sup> June, 2017<br>TIME: 10:30 A.M.<br>VENUE: PHD Commerce and Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 |
|--|

| S. No. | Contents   | Page No. |
|--------|--|----------|
| 1.     | Notice of National Company Law Tribunal Convened Meeting of the Equity Shareholders of Blueblood Ventures Limited  |          |
| 2.     | Explanatory statement under Section 230(3) of companies Act, 2013, read with Section 102 of the Companies Act, 2013 and Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016   |          |
| 3.     | Scheme of Arrangement of Blueblood Ventures Limited with Devoted Construction Limited and their respective shareholders and creditors under Section 230-232 of the Companies Act, 2013 (corresponding to Sections 391 to 394 of the Companies Act, 1956) enclosed as <b>Annexure-1</b> |          |
| 4.     | Copy of Observation Letter dated 14 <sup>th</sup> October 2016 issued by BSE Limited. enclosed as <b>Annexure-2</b>  |          |
| 5.     | Complaints Report dated 6 <sup>th</sup> September, 2016 submitted by Blueblood Ventures Limited to BSE Limited enclosed as <b>Annexure-3</b>   |          |
| 6.     | Report of the Board of Directors on the draft of Scheme of Arrangement enclosed as <b>Annexure-4.</b>  |          |
| 7.     | Copy of the unaudited Balance sheet of the Blueblood Ventures Limited as on 31 <sup>st</sup> May 2016 enclosed as <b>Annexure-5</b>  |          |
| 8.     | Pre Scheme and Post Scheme shareholding pattern of Blue Blood Ventures Limited and Devoted Construction Limited enclosed as <b>Annexure-6</b>  |          |
| 9.     | Proxy Form   |          |
| 10.    | Attendance Slip  |          |

BLUEBLOOD VENTURES LIMITED  
CIN:- L70102DL2007PLC159680 Registered office: Room No.101, P-27 Malviya Nagar,  
New Delhi-110017  
+91-11-26671594 Fax: +91-11-46036471  
Email: [info@bluebloodventure.com](mailto:info@bluebloodventure.com); website: [www.bluebloodventure.com](http://www.bluebloodventure.com)

C.A (M) No. 02 of 2017  
BLUEBLOOD VENTURES LIMITED (APPLICANT)

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF THE BLUEBLOOD VENTURES LIMITED

Notice is hereby given that by an order dated the 28<sup>th</sup> April, 2017 the New Delhi Bench of the National Company Law Tribunal (NCLT) has directed a meeting of Equity Shareholders of Blueblood Ventures Limited for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Arrangement (Demerger) of Blueblood Ventures Limited with Devoted Construction Limited and their respective Shareholders and Creditors.

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of Equity Shareholders of Blueblood Ventures Limited (the Applicant Company) will be held at PHD Commerce and Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 on 15<sup>th</sup> June, 2017 at 10:30 A.M. at which time and place the said Equity Shareholders are requested to attend.

Take further notice that the following Resolution is proposed under Sections 230(3) of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and Articles of Association of the Applicant Company, for the purpose of considering, and if thought fit, approving, the Arrangement proposed in the Scheme:-

"RESOLVED THAT pursuant to the provisions of Section 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956, and other 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 National Company Law Tribunal 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 Room No 101, P-27, Malviya Nagar, New Delhi-110017.

Copies of the said Scheme of Arrangement (Demerger) and of the statement under section 230 can be obtained free of charge at the registered office of the company.

Persons entitled to attend and vote at the meeting may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the company at Room No.101, P-27 Malviya Nagar, New Delhi-110017 not later than 48 hours before the meeting.

Forms of proxy can be had at the registered office of the Company is attached with the notice.

The Hon'ble Tribunal has appointed Mr. S. Bala Subramaniam, (Ex-Chairman of Company Law Board) as the Chairman and Mr. Saurabh Gupta, Advocate is appointed as the Alternate chairperson for the said meeting. The above mentioned Scheme of Arrangement, if approved by the meeting, will be subject to the subsequent approval of the Tribunal.

Place: New Delhi  
Date: 11<sup>th</sup> May, 2017

Sd/-  
Mr. Saurabh Gupta  
Chairman appointed  
for the Equity Shareholders meeting

**EXPLANATORY STATEMENT UNDER 230(3) AND SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE OF THE TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF BLUEBLOOD VENTURES LIMITED**

1.
- Pursuant to an order dated April, 28, 2017 passed by the New Delhi Bench of the National Company Law Tribunal (“**NCLT**”) in the abovementioned C.A. (M) No. 02 of 2017 (“**Order**”), a meeting of the Equity Shareholders of Blueblood Ventures Limited (the “**Applicant Company**”) is being convened at the PHD Commerce and Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Thursday, June 15, 2017, at 10:30 A.M. (“**Tribunal Convened Meeting**” or “**Meeting**”) for the purpose of considering, and if thought fit, approving, the Scheme of Arrangement (Demerger) the Applicant Company with Devoted Construction Limited (Formerly Known as Devoted Construction Private Limited) and their respective shareholders and creditors, pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 and any other applicable provisions of the Act or Companies Act, 1956 (now read as Section 230-232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, as applicable (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the “**Scheme**” or “**Scheme of Arrangement**”). A copy of the Scheme which has been, inter alia, approved by the Board of Directors of the Applicant Company at Board Meeting held on 20<sup>th</sup> June, 2016 is enclosed as **Annexure 1**.
2.
- The Scheme provides for the following:

Transfer of the Real Estate Business Undertaking of the Applicant Company to Devoted Construction Limited (Formerly Known as Devoted Construction Private Limited), as a going concern, pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 and any other applicable provisions of the Act or Companies Act, 1956 (now read as Section 230-232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, as applicable (including any statutory modification(s) or re-enactment thereof
3.
- The Board of Directors of the Applicant Company, at their meeting held on 20<sup>th</sup> June, 2016, after considering the background, benefits and rationale of the Scheme and on the basis of their independent judgment, the Board of Directors of the Applicant Company had, at its meeting held on 20<sup>th</sup> June, 2016, approved the Scheme. Further, the Board of Directors of the Applicant Company has passed a resolution on 20<sup>th</sup> June, 2016 authorizing Mr. Suresh Bohra, Director of the Applicant Company to file the Scheme before National Company Law Tribunal and to undertake actions in relation to the Scheme.
4.
- In terms of the said Order, the quorum for the Tribunal Convened Meeting shall be 45 (Forty Five) Equity Shareholders of the Applicant Company, present in person or 20% in value whichever is higher. In case the quorum as noted above for the Meeting is not present, then the Meeting shall be adjourned by half an hour, and thereafter the persons present and voting shall be deemed to constitute the quorum. Further, in terms of the said Order, the NCLT, has appointed Mr. S. Bala Subramaniam, (Ex-Chairman of Company Law Board) as the Chairman and Mr. Saurabh Gupta, Advocate is appointed as the Alternate chairperson for the said meeting.
5.
- This statement explaining the terms of the Scheme is being furnished as required under Section 230(3) and Section 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**Rules**”)
6.
- The Scheme of Arrangement shall be considered approved by the shareholders if the resolution mentioned in the Notice have been approved by majority of persons representing three-fourth in value of the shareholders, voting in person or by proxy.
7.
- Details as per Rule 6(3) of the Rules**

Details of the order of the Tribunal directing the calling, convening and conducting of the Meeting: Please refer to paragraph no. 1 of this Explanatory Statement for date of the Order, date, time and venue of the Tribunal Convened Meeting.

(ii) Details of the Applicant Company and Devoted Construction Limited:

| S. No. | Particulars   | Company   |
|--------|---|---|
| 1.     | Corporate Identification Number   | Blueblood Ventures Limited:<br>L70102DL2007PLC159680<br>Devoted Construction Limited:<br>U45500DL2016PTC299428  |
| 2.     | Permanent Account Number  | Blueblood Ventures Limited : AADCB2463J<br>Devoted Construction Limited: AAFCD6975K   |
| 3.     | Date of Incorporation   | Blueblood Ventures Limited :23 <sup>rd</sup> February, 2007<br>Devoted Construction Limited: 10 <sup>th</sup> May, 2016   |
| 4.     | Type of the company(ies)  | Blueblood Ventures Limited : Public Limited<br>Devoted Construction Limited: Public Limited   |
| 5.     | Registered office address and e-mail address                              | Blueblood Ventures Limited Room No 101, P – 27, Malviya Nagar, New Delhi 110017<br>Email: <a href="mailto:info@bluebloodventure.com">info@bluebloodventure.com</a><br>Devoted Construction Limited: Room No 101, P – 27, Malviya Nagar, New Delhi 110017<br>Email: <a href="mailto:suresh@blackfoxindia.com">suresh@blackfoxindia.com</a> |
| 6.     | Name of the stock exchange(s) where securities of company(ies) are listed | Blueblood Ventures Limited – BSE SME Segment<br>Devoted Construction Limited: NA  |

(iii) Other Particulars of the Applicant Company as per Rule 6(3) of the Rules

(a) **Summary of the main objects as per the memorandum of association and main business carried on by the Applicant Company**

The Applicant Company is authorised to and is 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. The Main Objects of the Applicant Company are given below:-

**“III (A) MAIN OBJECTS TO BE PURSUED BY THE APPLICANT COMPANY ON ITS INCORPORATION ARE:**

1. To carry on the business of share/securities/derivatives broker, and to act as merchant Bankers, Issue House, Registrars and Share Transfer Agents, Depository, Financial Advisors, Technical Consultants, Portfolio Managers, Underwriters, Sub-writers, Lead Manager, Manager, Co-Manager, Advisors and Consultants to issue of shares, debentures, bonds and other securities, Working Capital and Deferred payment. Facilities and to provide all kinds of services in capital market related activities stocks, bonds, fully, convertible debentures, partly convertible debentures, non-convertible debentures, debenture stocks, certificates, premium notes, obligations, inter-corporate deposit, call money deposits, public deposits, commercial papers and other similar instruments whether issued by government, semi-government, local authorities, public sector undertakings, companies, corporations, co-operative societies, and other similar organizations at national and international levels and to act as broker/sub-broker for the aforesaid activities.

2. To carry on business, profession or vocation of acting as Consultants, Advisors for all matter relating to finance, shares, securities, stocks, derivatives, commodities, bonds, fully convertible debentures, partly convertible debentures, non-convertible debentures, debenture stocks, certificates, premium notes, obligations, inter-corporate deposit, and other similar instruments, law.

3. To carry on the business of providing funds for construction of apartments, flats, shops, kothies, hotels, restaurants, pub, cinema halls, multiplex complexes, malls, hospitals and nursing home's buildings, canals, reservoirs, mills and offices, huts, tenements, warehouses, cold storage's buildings, industrial sheds, hydel projects, power houses, tunnels, culverts, channels sewage, roads, bridges and dams and to act as an agent for purchasing, selling and letting on hire, plot and houses, whether multistoried, commercial and/or residential buildings on commission basis.

4. To engage in construction, such as civil mechanical, electrical, and all other types erection commissioning projects, project trading as well act as consultant for execution of projects on turnkey basis for equipments of industrial, industrial set up domestic and other purposes & marketing of allied materials and to carry on the business as developers, promoters, builders, consultants, civil engineers, surveyors, designers, town planners, colonizers of estates, farm land & residential building, estimators, interior and exterior decorators, general and government civil contractors of immovable properties, all types of structural and pilling engineering work.

5. To buy, purchase, or otherwise acquire an interest in any immovable property such as houses, building, market, shops, industrial sheds & plots, within or outside the limits of municipal corporation or such other local bodies and to provide roads, drains, water supply, electricity and light within these areas, to divide the same into suitable plots and rent or sell the plots to the people for building, houses, bungalows & colonies.

6. To develop the plot for house by providing roads, & other facilities such as water supply and sale the same and to erect and construct farm houses building or work civil and constructional of every description on any land of the company or upon any other such lands or immovable property and to pull down rebuild, enlarge, alter and improve such land into road, highway, streets, squares and such other convenience related thereto and deal with and improve the immovable property of the company or any other immovable property and to construct, maintain, erect and lay out rods, highway sewers, drains, electric line, cables and gaslines, in over and under the estate of any other company or person or body-corporate.

(b) **Details of change of name, registered office and objects of the Applicant Company during the last five years**

**Change of Name:** Name of the Company was changed from Blueblood Ventures Private Limited to Blueblood Ventures Limited vide a new incorporation certificate dated 23<sup>rd</sup> February, 2015 and then converted into a public limited Company with effect from 12th March, 2015

**Change of Registered Office: NA**

**Change of objects:** The main object clause of the Company was altered on 13th November, 2014 to diversify the business of the Company, enabling to undertake new and more activities in addition to the current activity being that of equity investment and trading.

(c) **Details of the capital structure of the Applicant Company including authorised, issued, subscribed and paid up share capital**

The Authorized Share Capital of the Applicant Company is INR 3,10,00,000/- (Rupees Three Crore Ten Lakh only), divided into 31,00,000 (Thirty One Lakh) Equity shares of INR 10/- (Rupees Ten) each. The Issued, Subscribed and Paid-Up Share Capital of the Applicant/Demerged Company is INR 3,00,10,800/- (Rupees Three Crore Ten Thousand Eight Hundred Only) divided into 30,01,080/- (Thirty Lakh One thousand eighty only) Equity shares of INR 10/- (Rupees Ten) each fully paid up

Pursuant to the Scheme, there will not be any change in the capital structure of the Applicant Company as the Applicant Company is not issuing any shares under the Scheme.

(d) **Details of the Promoters and Directors along with their addresses**

**Promoters**

1. **Mr. Suresh Bohra**, aged 47 years, resident of E-356, 3rd floor, Greater Kailash II, New Delhi, 110048, Delhi, is a management graduate in finance. He has been active in loan syndication, project financing, project appraisal, drafting of Prospectus and Letters of Offer, Equity placement, stress asset management services, private Equity and venture capital syndication since the year 1992. He is a seasoned Equity & Commodity Trader himself. He played a crucial role in setting up the Delhi Trading Desk of m/s GDB Share & Stock Broking Services Ltd and also worked with M/s R K Global Share & Securities Ltd in launching low fixed monthly brokerage broking house of India. He has good knowledge of Regulatory Frame work and has over 15 years of Experience in investment banking, He has promoted ventures who are registered entities for equity and commodity
2. **Mrs. Babita Bohra**, aged 45 years, resident of E 356, 3rd floor, Greater Kailash II, New Delhi, 110048, Delhi, INDIA is an arts graduate from the Delhi University. She has over six year of work experience in Client Relations, SEBI Compliance and Investor Dealing in the business of broking. She has been associated with Beta Stock Brokers Private Limited since 2005.
3. **Mr. Rohit Bohra** is the son of our promoter Mr. Suresh Bohra and is a student pursuing law. His shareholding in the Company qualifies him to be called a promoter.

**Director Details :**

1. **Mr. Suresh Bohra**, Promoter and Managing Director, aged 47 years, resident of E 356, 3rd floor, Greater Kailash II, New Delhi, 110048, Delhi, INDIA is a management graduate in finance. He has been active in loan syndication, project financing, project appraisal, drafting of Prospectus and Letters of Offer, Equity placement, stress asset management services, private Equity and venture capital syndication since the year 1992. He is a seasoned Equity & Commodity Trader himself. He played a crucial role in setting up the Delhi Trading Desk of m/s GDB Share & Stock Broking Services Ltd and also worked with M/s R K Global Share & Securities Ltd in launching low fixed monthly brokerage broking house of India. He has good knowledge of Regulatory Frame work and has over 15 years of Experience in investment banking, He has promoted ventures who are registered entities for equity and commodity
2. **Mr. Pushpendra Surana**, resident of D-173, Ramaprastha, Ghaziabad – 201011 Non-Executive Director is a member of Institute of Chartered Accountants of India and a practicing Chartered Accountant having experience in the area of Audit, Finance and Corporate Advisory matters. He is also a director in Beta Stock Brokers Private Limited. He has handled various types of Audit and Consultancy work of international and domestic clients. Public sector and private sector clients, listed and unlisted companies etc. are part of his clientele including Real Estate clients. Apart from audit he also has good experience indirect taxation work. He has been part of various committees' setup by Ministry of Finance and Ministry of Corporate Affairs of India. He has played an instrumental role in making the XBRL reporting mandatory in India while he was a committee member of Ministry of Corporate Affairs committee on digitization of balance sheet in India. He was involved in diagnostic review and overhauling of Internal Control System maintained at skill development organization of role in making the XBRL reporting mandatory in India while he was a committee member of Ministry of Corporate Affairs committee on digitization of balance sheet in India.
3. **Mrs Babita Bohra**, resident of E 356, 3rd floor, Greater Kailash II, New Delhi, 110048, Delhi, INDIA Promoter, Non-Executive Director of the Company has over six years of work experience in Clients Relationships, SEBI Compliance and Investor Dealing. She is a graduate in the field of arts from Delhi University
4. **Mr. Syed Liaqat Ali**, resident of 537, GhA/486, Shri Nagar Mahibullapur, Sitapur Road Madiyon, Lucknow, Uttar Pradesh-UP-226021 Non-executive Independent Director of the Company has over 30 years of experience. He has worked as an import and export manager in EURO Garment factory, Manama, Bahrain. He has to his credit of working in almost most of the gulf countries. He has graduated from the Calcutta University
5. **Mr. Manjeet Pugalia**, resident of 206, Shyam Chambers, 2944/3, Choona Mandi, Bhagat Singh St No. 3, Paharganj, New Delhi-110055 Non – executive, Independent Director of the Company has over three years in the field of stock broker and is a management graduate from the International Management Institute. He has been designated as the Chairman of the Company at a meeting of the Board held on 11th April, 2015.

(e) **The date of the board meeting of the Applicant Company at which the Scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:**

20<sup>th</sup> June, 2016.

- (f) As on 31<sup>st</sup> March, 2017 the Applicant Company has two unsecured creditors and amount due to such unsecured creditors is Rs 7,23,000.
- (g) None of the Directors, the Key Managerial Personnel (as defined under the Act and rules formed thereunder) of the Applicant Company and their respective Relatives (as defined under the Act and rules formed thereunder) have any interests, financial or otherwise in the Scheme, except to the extent of their respective shareholding, if any. The details of the shareholding of the Directors as on 31<sup>st</sup> March, 2017 is disclosed below:

(h) Disclosure about effect of the Scheme on material interests of directors, key managerial personnel, (KMP) and debenture trustee.

**S.No.Persons Effect from the Scheme**

- 1.Key Managerial Personnel: No such effect
- 2. Directors: No such effect
- 3. Promoters: No such effect
- 4. Non-Promoter Members : No such effect
- 5. Depositors: No such effect
- 6. Creditors: No such effect
- 7. Debenture Holders: As on date there are no Debenture holder
- 8. Deposit Trustee and Debenture Trustee: As on date there are no Deposit Trustee and Debenture Trustee
- 9. Employees: No such effect

| Name of the Director  | No of shares | % of Capital |
|-----------------------|--------------|--------------|
| Mr. Suresh Bohra      | 6,07,770     |              |
| Mrs. Babita Bohra     | 1,03,980     |              |
| Mr. Pushpendra Surana | 87000        |              |
| Mr. Syed Liaqat Ali   | -            |              |
| Mr. ManjeetPugalia    | -            |              |

(iv) Other Particulars of Devoted Construction Limited as per Rule 6(3) of the Rules

**a) Summary of the main objects as per the memorandum of association and main business carried on by Devoted Construction Limited**

The Resulting Company is authorized to and is primarily engaged in the business, *inter alia*, of real estate developers, contractors, colonizers, underwriters of commercial and residential properties, farm houses and industrial buildings. As on date, the Resulting Company is a wholly owned subsidiary of the Demerged Company. The Main Objects of the Resulting Company are given below:-

“III A”1. To carry on the business of, consultants, designers, civil engineers property dealer, property broker soil testers builders and developers of land, constructors, colonizers. Civil contractors and undertake any residential, commercial or industrial construction either independently or jointly in partnership, joint venture or an agency or sub contract basis with or on behalf of any individual, firm, body corporate association a body corporate association or society, central or state government cantonment, board of any local authority, To buy, purchase, underwrite or multistoried flats, commercial or residential, houses farm houses buildings godowns, warehouse, markets, shops, industrial sheds, land either rural or urban and any other immovable property of any other consideration and to sale, resale, develop, construct or reconstruct, let on hire and take, assign pledge or under hire purchase agreement out or in other manner.

2. To carry on the business of contractors, colonizers, builders, town planners, estate developers, promoters, land developers, real estate agents, property dealers, for any person, firm, company, governmental authorities, otherwise lands, buildings, civil works, and any rights and privileges therein and to explore civil work, exercise, develop and to turn into the account the same, to erect and agricultural lands, shopping cum office complexes holiday resorts or civil work of every description on any lands of the company or upon any other lands or property whether belonging to the company or not and to pull down, rebuild enlarge, alter and appropriate any such land into and for roads streets, squares, gardens and other convenience and to deal with and improve the property of the company or any other property in India or abroad.

3. To purchase and develop agricultural land, farm houses, and to extend technical assistance and services market research, and studies and to work as consultants, agents, representatives for any person, firm, company and to carry out construction activities for residential commercial, official and industrial areas and to undertake constructional contracts on turnkey basis. To construct layout, erect, build, demolish, fabricate, provide execute, carry out, improve, work, develop, or control in India or abroad civil works and construction of bridge, railways, runways, roads, harbours, demolishes, cinema halls, banquet halls, depots, canals, irrigation, sewage, lines, depots, improvement, power supply works, and to carry on the business of contractors, builders, developers, consultants and designers in all their respective branches.

4. To apply for tender purchase, tenacy, renewal, exchange, hire or otherwise, land and property of any tenure of any interest in the same, to sell, to give on rent, let or otherwise dispose of he lands, houses, buildings and any other property of the company and to transact on commission basis as agents for any kind of property and land.

**(b) Details of change of name, registered office and objects of Devoted Construction Limited during the last five years**

**Change of Name:** Members of the Company at their Extra Ordinary General Meeting held on 16<sup>th</sup> May, 2016 has decided to convert the company from private limited to public limited due to which name of the Company was changed from Devoted Construction Private Limited to Devoted Construction Limited.

**Change of Registered Office: NA**

**Change of objects: NA**

**(c) Details of the capital structure of Devoted Construction Limited including authorized, issued, subscribed and paid up share capital**

The Authorized Share Capital of the Devoted Construction Limited is INR 3,10,00,000/- (Rupees Three Crore Ten Lakh only), divided into 31,00,000 (Thirty One Lakh) Equity shares of INR 10/- (Rupees Ten) each. The Issued, Subscribed and Paid-Up Share Capital of the Applicant/Transferor Company is INR 1,00,000/- (Rupees One lakh Only) divided into 10,000 (Ten Thousand only) Equity shares of INR 10/- (Rupees Ten) each fully paid up.

**Post Capital Structure:**

| S. No | No of Shares | % of shares |
|-------|--------------|-------------|
| 1.    | 30,01,080    | 100%        |

**\*mirror image of the holding company i.e. Blueblood Ventures Limited**

**(d) Details of the Promoters and Directors along with their addresses**  
**Promoter Details:-**

- Blueblood Ventures Limited**, is the holding company and is a public limited company incorporated under the provision of Companies Act, 2007 as on 23<sup>rd</sup> February, 2007 having its registered office at Room No 101, P 27, Malviya Nagar, New Delhi 110017. Blueblood Ventures Limited is a listed company and currently the shares of the Company are listed at BSE SME SEGMENT.
- Mr. Suresh Bohra**, Promoter and Director, aged 47 years, resident of E 356, 3rd floor, Greater Kailash II, New Delhi, 110048, Delhi, INDIA is a management graduate in finance. He has been active in loan syndication, project financing, project appraisal, drafting of Prospectus and Letters of Offer, Equity placement, stress asset management services, private Equity and venture capital syndication since the year 1992. He is a seasoned Equity & Commodity Trader himself. He played a crucial role in setting up the Delhi Trading Desk of m/s GDB Share & Stock Broking Services Ltd and also worked with M/s R K Global Share & Securities Ltd in launching low fixed monthly brokerage broking house of India. He has good knowledge of Regulatory Frame work and has over 15 years of Experience in investment banking, He has promoted ventures who are registered entities for equity and commodity
- Mrs. Babita Bohra**, resident of E 356, 3rd floor, Greater Kailash II, New Delhi, 110048, Delhi, INDIA Promoter, Non-Executive Director of the Company has over six years of work experience in Clients Relationships, SEBI Compliance and Investor Dealing. She is a graduate in the field of arts from Delhi University.
- Mr. Kamal Kishore Sharma** resident of 48, Sarai Jullena, PO Jamia Nagar, New Delhi 110025 is a Commerce graduate and have more than 6 years of experience in the field of broker, finance and management.
- Mr. Mahendra Rana**, resident of 1/4, Block-F, Near SurajKund, Shiv DurgaVihar, Faridabad,Haryana 121009 is a graduate and having more than 6 years of experience in the field of accounts and management.
- Mr. Amit Kumar Rana**, resident of 196, Ambala Road, Sarsawt, Distt. Saharanpur, 247232 is a graduate and having experience in the field of administration and management.
- Mr. Pushpendra Surana**, resident of D-173, Ramprastha, Ghaziabad-201011 is a promoter and Non-Executive Director is a member of Institute of Chartered Accountants of India and a practicing Chartered Accountant having experience in the area of Audit, Finance and Corporate Advisory matters. He is also a director in Beta Stock Brokers Private Limited. He has handled various types of Audit and Consultancy work of international and domestic clients. Public sector and private sector clients, listed and unlisted companies etc. are part of his clientele including Real Estate clients. Apart from audit he also has good experience indirect taxation work. He has been part of various committees' setup by Ministry of Finance and Ministry of Corporate Affairs of India. He has played an instrumental role in making the XBRL reporting mandatory in India while he was a committee member of Ministry of Corporate Affairs committee on digitization of balance sheet in India. He was involved in diagnostic review and overhauling of Internal Control System maintained at skill development organization of role in making the XBRL reporting mandatory in India while he was a committee member of Ministry of Corporate Affairs committee on digitization of balance sheet in India.

**Director Details:**

- Mr. Suresh Bohra**, Promoter and Director, aged 47 years, resident of E 356, 3rd floor, Greater Kailash II, New Delhi, 110048, Delhi, INDIA is a management graduate in finance. He has been active in loan syndication, project financing, project appraisal, drafting of Prospectus and Letters of Offer, Equity placement, stress asset management services, private Equity and venture capital syndication since the year 1992. He is a seasoned Equity & Commodity Trader himself. He played a crucial role in setting up the Delhi Trading Desk of m/s GDB Share & Stock Broking Services Ltd and also worked with M/s R K Global Share & Securities Ltd in launching low fixed monthly brokerage broking house of India. He has good knowledge of Regulatory Frame work and has over 15 years of Experience in investment banking, He has promoted ventures who are registered entities for equity and commodity.
- Mr. Pushpendra Surana**, resident of D-173, Ramprastha, Ghaziabad-201011 is a promoter and Non-Executive Director is a member of Institute of Chartered Accountants of India and a practicing Chartered Accountant having experience in the area of Audit, Finance and Corporate Advisory matters. He is also a director in Beta Stock Brokers Private Limited. He has handled various types of Audit and Consultancy work of international and domestic clients. Public sector and private sector clients, listed and unlisted companies etc. are part of his clientele including Real Estate clients. Apart from audit he also has good experience indirect taxation work. He has been part of various committees' setup by Ministry of Finance and Ministry of Corporate Affairs of India. He has played an instrumental role in making the XBRL reporting mandatory in India while he was a committee member of Ministry of Corporate Affairs committee on digitization of balance sheet in India. He was involved in diagnostic review and overhauling of Internal Control System maintained at skill development organization of role in making the XBRL reporting



mandatory in India while he was a committee member of Ministry of Corporate Affairs committee on digitization of balance sheet in India.

**3. Mr. Manjeet Pugalía**, resident of 206, Shyam Chambers, 2944/3, Choona Mandi, Bhagat Singh St No. 3, Paharganj, New Delhi-110055 Non – executive, Independent Director of the Company has over three years in the field of stock broker and is a management graduate from the International Management Institute. He has been designated as the Chairman of the Company at a meeting of the Board held on 11th April, 2015.

**(e) The date of the board meeting of Devoted Construction Limited at which the Scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:**

20<sup>th</sup> June, 2016

- (f) As on 31<sup>st</sup> March, 2017 Devoted Construction Limited has Nil unsecured creditors.
- (g) None of the Directors, the Key Managerial Personnel (as defined under the Act and rules formed thereunder) of Devoted Construction Limited and their respective Relatives (as defined under the Act and rules formed thereunder) have any interests, financial or otherwise in the Scheme, except to the extent of their respective shareholding.
- (h) Disclosure about effect of the Scheme on material interests of directors, key managerial personnel (KMP) and debenture trustee:

#### **Effect of the Scheme**

1. Key Managerial Personnel: No effect
2. Directors : No effect
3. Promoters : No effect
4. Non-Promoter Members: No effect
5. Depositors : No effect
6. Creditors : No effect
7. Debenture Holders: As on date there are no debenture holder
8. Deposit Trustee and Debenture Trustee: As on date there are no deposit trustee and debenture trustee
9. Employees :: No effect

**(v) Relationship between the Applicant Company and Devoted Construction Limited**

Devoted Construction Limited is a Wholly Owned Subsidiary of the Applicant Company under the provision of the Companies Act, 2013.

**(vi) Appointed Date, Effective Date, Record Date and Share Entitlement Ratio:**

**“Appointed Date”** means opening business hours of 31.05.2016 or any such date which may be fixed by the Hon’ble High Court of this scheme.

**“Effective Date”** or “upon this scheme become effective” or “upon coming into effect of this scheme” means the later of the Appointed Date or the last of the dates on which the certified copy or authenticated copy of the order of High Court sanctioning the scheme is filed with the Registrar of Companies by the Demerged Company and the Resulting Company.

**“Record Date”** means the date to be fixed by the Board of Directors of the Demerged Company in consultation with the Resulting Company for the purpose of reckoning names of the equity shareholders of the Demerged Company, who shall be entitled to receive shares of the Resulting Company upon coming into effect of this scheme as specified in Clause 10.1 of this scheme and in terms of the Listing Agreement.

#### **ISSUE AND ALLOTMENT OF SHARES/SHARE ENTITLEMENT RATIO:**

(a) Upon the scheme becoming effective and in consideration of the demerger and hiving off including the transfer and vesting of the Demerged Undertaking in the Resulting company pursuant to provisions of this scheme, the Resulting company shall without any further act, deed, issue and allot 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 , act, deed, payment, consent, acts, instrument 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. There is no change in shareholding pattern of Demerged Undertaking and Demerged Company. Every shareholder of Demerged Company will hold equal number of shares of the Demerged Undertaking as this will be the mirror image of the applicant company.

(b) Simultaneously with the issue and allotment of the new equity shares by the Resulting Company to the equity shareholders of the Demerged Company in accordance with this scheme, 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.

(c) Share Entitlement Ratio adapted under the scheme is that, for every one share of Blueblood Ventures Limited, one share of Devoted Construction Limited will be issued. The scheme will result in mirror image of shareholders of Demerged Company (BVL) and Resulting Company (DCL). This has been considered by the Board of Directors of Demerged Company & Resulting Company.

**(vii) Rationale of the Scheme of Arrangement, and the benefit of the Scheme of Arrangement as perceived by the Board of Directors of the Applicant Company**

- (i) Applicant/Demerged Company, by itself is engaged in 3 (three) distinct lines of business namely:
  - (a) Investment Banking Activities like Venture Capitalist, Private Equity Investments, Trading on Stock and Commodity Exchange (collectively referred to as the “*Investment Banking Business*”);
  - (b) Special purpose Acquisition Company (collectively referred to as the “*SPAC Business*”); and
  - (c) Real Estate Development & Construction like FSI Trading, Acquiring & Trading in Development rights, underwriting Real Estate Projects. (Collectively referred to as the “*Real Estate Business/Demerged Undertaking*”).
- (ii) 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 be enforced from 1<sup>st</sup> July, 2016.
- (iii) Thus, separation of the Demerged Undertaking, by way of the Scheme of Arrangement (Demerger), including its business, undertaking and investments from the Applicant/Demerged Company would lead to significant benefits for both the businesses including:
  - (a) enhanced strategic flexibility to build a vibrant industrials platform;
  - (b) enable a dedicated management focus and to accelerate growth of the Demerged Undertaking unlocking significant value for the shareholders of Applicant/Demerged Company; and
  - (c) access to varied sources of funds for the rapid growth of both businesses.
  - (d) Would also provide scope for independent leadership, growth plans, collaboration, expansion and creating enhanced value for all the stakeholders.
- (iv) With a view to achieve the aforesaid growth potential, the Applicant/Demerged Company proposes to re-organise and segregate, by way of the Scheme of Arrangement (Demerger), its business, undertaking and investments in Demerged Undertaking. The restructuring proposed by this Scheme of Arrangement (Demerger) will also provide an opportunity to the investors to select investments which best suit their investment strategies and risk profiles.
- (v) The Demerger and vesting of the Demerged Undertaking into the Applicant/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.
- (vi) No investigation or proceedings have been instituted or are pending in relation to the Applicant Company and Devoted Construction Limited
- (vii) Details of availability of the following documents for obtaining extracts from or making or obtaining copies: The following documents will be available for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors of the Applicant Company at its Registered Office at **Room No.101, P-27 Malviya Nagar, New Delhi-110017**, India between 10:00 a.m. to 5:00 p.m. on any working day up to the date of the Meeting:
  - (i) Certified copy of the order passed by the Delhi Bench of the NCLT in C.A. (M) 02 of 2017 dated April 28<sup>th</sup>, 2017 directing the Applicant Company, to convene the Tribunal Convened Meeting;
  - (ii) Copy of the Scheme;
  - (iii) Copies of the Memorandum of Association and Articles of Association of the Applicant Company and Devoted Construction Limited;
  - (iv) Copies of the latest audited financial statements of Applicant Company and Devoted Construction Limited;
  - (v) Register of Directors’ Shareholding of the Applicant Company and Devoted Construction Limited;
  - (vi) Copy of the complaints report, dated 6<sup>th</sup> September, 2016 submitted by the Applicant Company to BSE Limited.
  - (vii) Copies of the resolutions passed by the respective Board of Directors Applicant Company and Devoted Construction Limited;
  - (viii) Copy of the no adverse observations/no-objection letter issued by BSE Limited dated 14<sup>th</sup> October, 2016 to the Applicant Company.
  - (ix) Details of approvals, sanctions or no-objection(s) from regulatory or any other governmental authorities:**
- (i) The Equity Shares of the Applicant Company are listed on BSE-SME Segment. The Applicant Company has received observation letter regarding the Scheme from BSE Limited on 14<sup>th</sup> October, 2016. In terms of the said observation letter of BSE Limited there are no adverse observations / no objection to the Scheme. Copy of the observation letter dated 14<sup>th</sup> October, 2016 received from BSE Limited is enclosed as **Annexure-2**.
- (ii) As required by the SEBI Circular, the Applicant Company has filed their Complaint Report with BSE Limited on 06<sup>th</sup> September, 2016. The report filed by Applicant Company has received nil complaints. A copy of the complaints report of BSE Limited dated 06<sup>th</sup> September, 2016 filed by the Applicant Company is enclosed as **Annexure-3**.
- (x) **Salient Features of the Scheme**

- a. The Scheme, inter alia, envisages Scheme of Arrangement [Demerger] between the Company and Devoted Construction Limited under Sections 391 to 394 of the Companies Act, 1956 (now read as Sections 230-232 of Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 including the rules made thereunder). The Appointed Date for the Proposed Arrangement is opening business hours of 31.05.2016 or such other date as may be fixed by the National Company Law Tribunal at New Delhi ("NCLT") or any other concerned Authority of this scheme.
- b. The Scheme is subject to the approval of Shareholders and Creditors of the Company and the Devoted Construction Limited and the sanction by the National Company Law Tribunal or any other concerned Authority of this scheme.
- c. Scheme inter-alia also envisages the demerger of the Demerged Undertaking/ Real Estate Business Undertaking of the Demerged Company into the Resulting Company

**The features set out above being only the salient features of the Scheme, the members are requested to read the entire text of the Scheme (annexed herewith) to get fully acquainted with the provisions thereof and the rationale and objectives of the Scheme.**

**(xi) Documents required to be circulated for the Meeting under Section 232(2) of the Act:**

As required under Section 232(2) of the Act, the following documents are being circulated with this notice and the explanatory statement:

- (a) Scheme of Arrangement, enclosed as **Annexure 1**;
- (b) Report of the Board of Directors of the Applicant Company, enclosed as **Annexure-4**; and
- (c) Unaudited Balance sheet of the Blueblood Ventures Limited as on 31<sup>st</sup> May 2016 enclosed as, enclosed as **Annexure-5**.
- (d) The pre-Scheme and post-Scheme shareholding pattern of the Applicant Company and Devoted Construction Limited as **Annexure-6**.

This statement may be treated as an Explanatory Statement under Section 230(3) and Section 102 of the Act and the statement for the purposes of Rule 6(3) of the Rules. A copy of the Scheme, Explanatory Statement and Form of Proxy may be obtained from the Registered Office of the Applicant Company on all days (except Saturdays, Sundays and public holidays).

**Dated at this 11<sup>th</sup> May, 2017**

**For Blueblood Ventures Limited**

Sd/-  
Suresh Bohra  
Managing Director

## **SCHEME OF ARRANGEMENT (DEMERGER)**

### **UNDER SECTIONS**

**391 & 394 OF COMPANIES ACT, 1956**

### **BETWEEN**

**BLUEBLOOD VENTURES LIMITED (DEMERGED COMPANY BEING THE TRANSFEROR  
COMPANY)**

### **AND**

**DEVOTED CONSTRUCTION LIMITED (RESULTING COMPANY BEING THE TRANSFEREE  
COMPANY)**

### **AND**

**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

#### **(A) PREAMBLE**

This Scheme of Arrangement is presented for the demerger of the Demerged Undertaking of BLUEBLOOD VENTURES LIMITED, the Demerged Company, into DEVOTED CONSTRUCTION LIMITED, the Resulting Company, pursuant to provisions of Sections 391 to 394 provisions of the Act;

#### **(B) INTRODUCTION**

(i) BLUEBLOOD VENTURES LIMITED (hereinafter referred to as “Demerged Company”) is a public limited company incorporated under the provisions of the Companies Act 1956 as on 23<sup>rd</sup> Day of February, 2007 bearing CIN No L70102DL2007PLC159680 and having its Registered Office at Room No 101, P-27 Malviya Nagar, New Delhi-110017. The equity shares of Demerged Company are listed on the BSE SME SEGMENT. The Demerged Company is authorised to and is 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.

(ii) DEVOTED CONSTRUCTION LIMITED (hereinafter referred to as “Resulting Company”) is a public company incorporated under the provisions of the Companies Act 2013 as on 10<sup>th</sup> Day of May, 2016 bearing CIN No. U45500DL2016PLC299428 and having its Registered Office at P-27 Malviya Nagar, New Delhi-110017. The Resulting Company is authorised to and is primarily engaged in the business, *inter alia*, of real estate developers, contractors, colonizers, underwriters of commercial and residential properties, farm houses and industrial buildings. As on date, the Resulting Company is a wholly owned subsidiary of the Demerged Company.

#### **(C) RATIONALE**

(i) Demerged Company, by itself is engaged in 3 (three) distinct lines of business namely:

- (a) Investment Banking Activities like Venture Capitalist, Private Equity Investments, Trading on Stock and Commodity Exchange (collectively referred to as the “*Investment Banking Business*”);
- (b) Special purpose Acquisition Company (collectively referred to as the “SPAC Business”); and
- (c) Real Estate Development & Construction like FSI Trading, Acquiring & Trading in Development rights, underwriting Real Estate Projects. (Collectively referred to as the “Real Estate Business/Demerger Undertaking”).

(ii) 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 be enforced from 1<sup>st</sup> July, 2016.

(iii) 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:

- (a) enhanced strategic flexibility to build a vibrant industrials platform;
- (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
- (c) access to varied sources of funds for the rapid growth of both businesses.
- (d) Would also provide scope for independent leadership, growth plans, collaboration, expansion and creating enhanced value for all the stakeholders.

(iv) 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.

(v) 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.

#### **(D) OPERATION OF THE SCHEME**

(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.

(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.

***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.***

(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;

- (a) all the properties of the Demerged Undertaking being transferred by the Demerged Company as on the Appointed Date shall become the properties of the Resulting Company by virtue of this scheme.
- (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.
- (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.
- (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.
- (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
- (f) The transfer of the Demerged Undertaking shall be on a going concern basis.

(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").

#### **(E) GENERAL**

This scheme is divided into the following parts:

- (i) Part-I, deals with definitions, Interpretation, Effective Date and Share Capital;
- (ii) Part-II, deals with the demerger and hiving off the Demerged Undertaking of Demerged Company on a going concern and transfer to and vesting into the Resulting Company.
- (iii) Part-III, deals with miscellaneous/general terms and conditions applicable to the scheme.

### **PART-1**

#### **1 DEFINITIONS AND INTERPRETATIONS**

1.1 In this scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings.

**"Act"** means the Companies Act, 1956 and includes any statutory re-enactments or modification thereof, or amendment thereof, or amendment thereto, from time to time and also mean and refer to corresponding sections of Companies Act, 2013 as and when such corresponding sections are notified in the official gazette of India by the Central Government.

**"Applicable Laws"** means any statute, notification, bye laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinance, orders or instructions having the force of law enacted or issued by any Appropriate Authority including any statutory modification or re-enactment thereof for the time being in force.

**"Appointed Date"** means opening business hours of 31.05.2016 or any such date which may be fixed by the Hon'ble High Court of this scheme.

**“Appropriate Authority”** means and includes any governmental, statutory, departmental or public body or authority, including Securities and Exchange Board of India, BSE, NSE, Registrar of Companies, National Company Law Tribunal and the High Court of Delhi.

**“Board”** in relation to each of the Demerged Company and the Resulting Company as the case may be means the board of directors of such company and shall include a committee duly constituted and authorised for the purposes of matters pertaining to the Demerger the scheme and/or any other matter relating thereto.

**“BSE”** means the BSE Limited.

**“Real Estate Business”** means the business activity carried out by the Demerged Undertaking of Demerged Company.

**“Demerged Company”** means Blueblood Ventures Limited, a company incorporated under the provisions of the Indian Companies Act, 1956 as on 23<sup>rd</sup> day of February, 2007 bearing CIN U70102DL2007PLC159680 and having its registered office at P-27, Malviya Nagar, New Delhi-110017

**“Demerged Undertaking”** means and include all the business, undertakings, properties, investments and liabilities of whatsoever nature and kind and wheresoever’s situated of the Demerged Company, in relation to and pertaining to the Real Estate Business on a going concern basis together with all its assets and liabilities and shall mean and include (without limitation).

- (a) all the assets whether movable and immovable properties including plant and machinery, equipment, furniture, fixtures, vehicles, stocks and inventory, leasehold assets and other properties, real, corporeal and incorporeal in possession or reversion, present and contingent assets(whether tangible or intangible) of whatsoever nature in relation to the Real Estate business, investments, powers, authorities, allotments, approvals,, consents, letters of intent, registrations, contracts, engagements, arrangements, settlements, rights, credits, titles, interests, benefits, advantages, leasehold rights, sub letting tenancy rights with or without the consent of the lessor/landlord as may be required by law, goodwill, other intangibles, industrial and other licenses, permits, authorizations, import quotas and other quota rights, right to use and avail of telephones, telex, facsimile and other communication facilities, connections, installations and equipment, utilities, electricity and electronic and all other services of every kind, nature and description whatsoever provisions, funds and benefits of all agreements, arrangements, deposits, advances, recoverable and receivables, whether from government, semi-government, local authorities or any other person including customers, contractors or other counter parties etc, all earnest monies and/or deposits, privileges, liberties, easements, advantages, benefits, exemptions, licenses, privileges concerning the Real Estate business and approvals of whatsoever nature(including but not limited to benefits of all tax holiday, tax relief including under the Income Tax Act, 1961 such as credit for advance tax, taxes deducted at source, brought forward accumulated tax losses, unabsorbed depreciation, minimum alternate tax(“MAT”) etc) and wheresoevr situated belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Demerged Company in relation to the Real Estate Business as on the Appointed Date.
- (b) all the debts, borrowings, obligations and liabilities whether present or future whether secured or unsecured of the Demerged Company in relation to the Real Estate Business as on the Appointed Date comprising of:
  - (i) all the debts, duties, obligations, and liabilities, including contingent liabilities which arises out of the activities or operations of the Demerged Company in relation to the Real Estate Business and all other debts, liabilities, duties and obligations of the Demerged Company relating to the Demerged Company relating to the Demerged Undertaking which may accrue or arise after the Appointed Date but which related to the period up to the day of immediately preceding the Appointed Date;
  - (ii) the specific loans and borrowings raised incurred and utilised solely for the activities and operations of Demerged Company in relation to the Real Estate Business and
  - (iii) liabilities other than those referred to in sub clauses (i) and (ii) above and not directly relatable to the Real Estate Business being the amounts of any general or multipurpose borrowings of Demerged Company of Demerged Company as stand in the same proportion which the value of assets transferred under this clause of Real Estate Business bears to the total value of the assets of the Demerged Company immediately before the Appointed Date;
- (c) All intellectual property rights, including trademarks, trade names and the goodwill associated therewith, patents, patent rights, copyrights and other industrial designs and intellectual properties and rights of any nature whatsoever including know-how, or any applications for the above assignments and grants in respect thereof of the Demerged Company in relation to the Real Estate Business as on the Appointed Date;
- (d) All books, records, files, papers, engineering and process information, records of standard operating procedures, computer programmes along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records whether in physical or electronic form, in connection with or relating to the Real Estate Business of the Demerged Company as on the Appointed Date; and

(e) All employees of the Demerged Company engaged in the Real Estate Business.

Any question that may arise as to whether a specific asset(tangible or intangible) or any liability pertains or does not pertain to the Real Estate Business or whether it arises out of the activities or operations of the Real Estate Business or not, shall be decided by the Board of the Demerged Company or any committee thereof.

**“Effective Date”** or “upon this scheme become effective” or “upon coming into effect of this scheme” means the later of the Appointed Date or the last of the dates on which the certified copy or authenticated copy of the order of High Court sanctioning the scheme is filed with the Registrar of Companies by the Demerged Company and the Resulting Company.

**“Parties or “Parties to the Scheme”** means the Demerged Company and the Resulting Company.

**“Record Date”** means the date to be fixed by the Board of Directors of the Demerged Company in consultation with the Resulting Company for the purpose of reckoning names of the equity shareholders of the Demerged Company, who shall be entitled to receive shares of the Resulting Company upon coming into effect of this scheme as specified in Clause 10.1 of this scheme and in terms of the Listing Agreement.

**“Registrar of Companies”** means the Registrar of Companies, NCT of Delhi & Haryana.

**“Remaining Undertaking”** means all the undertakings, businesses, activities and operations of the Demerged Company other than those comprised in the Demerged Undertaking.

**“Resulting Company”** means Devoted Construction Limited, a Company incorporated under the provisions of the Companies Act, 2013 as on 10<sup>th</sup> May, 2016 bearing CIN U45500DL2016PLC299428 and having its Registered Office at P-27, Malviya Nagar, New Delhi-110017.

**“Resulting Company Depository”** means the depository appointed by the Resulting Company pursuant to the Resulting Company Deposit Agreement.

**“Rs”** means Indian Rupees, the lawful currency of the Republic of India.

**“Scheme”, “the Scheme”, “this Scheme”, “Scheme of Arrangement”** means this scheme of Arrangement (Demerger) in its present form or as modified by an agreement between the Parties submitted to the High Court or any other Appropriate Authority in the relevant jurisdictions with any modification thereof as the High Court or any other Appropriate Authority may direct.

**“SEBI Circulars”** shall mean the Circulars issued by the Securities and Exchange Board of India SEBI Circular CIR/CFD/DIL/5/2013 dated 4 February 2013 and SEBI Circular CIR/CFD/DIL/8/2013 dated 21 May 2013 and any amendments thereof.

**“Stock Exchanges”** means the BSE Limited

## 2. INTERPRETATION

2.1 The expressions which are used in this scheme and not defined in this scheme shall, unless repugnant or contrary to the context or meaning thereof have the same meanings ascribed to them under the Act and the Securities Contracts(Regulations) Act, 1956, the Depositories Act, 1996, the Income Tax Act, 1961 and other applicable laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time. In particular, wherever reference is made to the Hon'ble High Court in this Scheme, the reference would include, if appropriate, reference to the National Company Law Tribunal (“NCLT”) or such other forum or authority, as may be vested with any of the powers of a High Court under the Act.

2.2 In this Scheme, unless the context otherwise requires:

- (i) words denoting singular shall include plural and vice versa,
- (ii) headings and bold typeface are only for convenience and shall be ignored for the purposes of interpretation,
- (iii) references to the word “include” or “including” shall be construed without limitation.
- (iv) a reference to an article, section, paragraph or schedule is, unless indicated to the contrary, a reference to an article, section, paragraph or schedule of this scheme.
- (v) Unless otherwise defined, the reference to the word “days” shall mean calendar days,
- (vi) References to dates and times shall be construed to be references to Indian dates and times,
- (vii) Reference to a document includes an amendment or supplement to or replacement or novation of that document.
- (viii) Word and expression(s) elsewhere defined in this scheme will have the meaning(s) respectively ascribed to them.

## 3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the High Court, shall be effective from the appointed date but shall be operative from the Effective Date

## 4. SHARE CAPITAL

4.1 The share capital of the Demerged Company as on 30.06.2016 is as under:

| <b>Particulars</b>                                    | <b>Amount(Rs)</b>         |
|---|---------------------------|
| <b><u>AUTHORISED CAPITAL</u></b>                      |                           |
| 31,00,000 Equity Shares of Rs 10/- each               | 3,10,00,000               |
| Total   | <b><u>3,10,00,000</u></b> |
| <b><u>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</u></b>  |                           |
| 30,01,080 Equity Shares of Rs 10/- each fully paid up | 3,00,10,800               |
| Total   | <b><u>3,00,10,800</u></b> |

The equity shares of the Demerged Company are listed on BSE.

4.2 The Share Capital of the Resulting Company as on 30.6.2016 is as under

| <b>Particulars</b>                                   | <b>Amount(Rs)</b>         |
|--|---------------------------|
| <b><u>AUTHORISED CAPITAL</u></b>                     |                           |
| 31,00,000 Equity Shares of Rs 10/- each              | 3,10,00,000               |
| Total  | <b><u>3,10,00,000</u></b> |
| <b><u>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</u></b> |                           |
| 10,000 Equity Shares of Rs 10/- each fully paid up   | 1,00,000                  |
| Total  | <b><u>1,00,000</u></b>    |

The entire share capital of the Resulting Company as on 30.06.2016 is held by the Demerged Company and hence Resulting Company is a Wholly Owned Subsidiary of the Demerged Company.

## **PART-II**

### **DEMERGER AND HIVING OFF OF THE DEMERGED UNDERTAKING**

#### **5. TRANSFER OF ASSETS**

5.1 With effect from the Appointed Date and upon coming into effect of this scheme, the Demerged Undertaking( including all the estate, assets, rights, claims, title, interest and authorities including and appurtenances of the Demerged Undertaking) shall, pursuant to the provisions of Sections 391 to 394 of the Act and all other provisions of the Act and Section 2(19AA) of the Income Tax Act, 1961 and without any further act, deed and vested in or shall be deemed to be transferred to and vested in the Resulting Company on a going concern basis such that all the properties, assets, rights, claims, title, interest, authorities, investments and liabilities comprised in the Demerged Undertaking immediately before the demerger shall automatically and without any other order to this effect, become the properties, assets, rights, claims, title, interest, authorities, investments and liabilities of the Resulting Company simply by virtue of approval of the scheme and in the manner provided in this scheme with effect from the effective date.

5.2 Without prejudice to the generality of Clause 5.1 above and upon coming into effect of the scheme, with effect from the Appointed Date, the entire business and undertaking of the Demerged Company in relation to the Demerged Undertaking including all the properties, investments, shareholding interests in other companies, claims, title, interest, assets of whatsoever nature such as licenses and all other rights, title, contracts or powers of every kind, nature and description of whatsoever nature and wheresoever's situated shall pursuant to the Provisions of Section 394 and other applicable provisions, if any, of the Act and pursuant to the order of the High Court sanctioning this scheme and without further act or deed or instrument, but subject to the charges affecting the same as on the Appointed Date, be and stand automatically transferred to and vested in the Resulting Company as a going concern.

Provided that for the purpose of giving effect to the vesting order passed under sections 391 to 394 of the act in respect of this scheme, the Resulting Company shall at any time pursuant to the final approval and the relevant orders on this scheme, be entitled to get effected the change in the title and the apurtment legal right(s) upon the vesting of such properties (including immovable properties) of the Demerged Undertaking in accordance with the provisions of Section 391 to 394 of the Act, at the office of the respective Registrar of Assurances or any other concerned authority, where any such property is situated, without any other order to this effect.

5.3 In respect of such of the assets and properties of the Demerged Undertaking as are movable in nature or incorporeal property or are otherwise capable of transfer by delivery or possession or by endorsement and/or delivery, the same shall with effect from the appointed date stand so transferred by the Demerged Company upon coming into effect of the scheme and shall, ipso facto and without any other order to this effect, become the assets and properties of the Resulting Company.



- 5.4 With effect from the appointed date, all consents, permissions, licenses, certificates, insurance covers, clearances, authorities, powers of attorney given by the issued to or executed in favour of the Demerged Company in relation to the Demerged Undertaking shall stand vested in or transferred automatically to the Resulting Company without any further act or deed and shall be appropriately mutated by the authorities concerned therewith in favour of the Resulting Company as if the same were originally given by issued to or executed in favour of the Resulting Company and Resulting Company shall be bound by the terms thereof, the obligations and duties there under and the rights and benefits under the same shall be available to the Resulting Company. The benefit of all statutory and regulatory permissions including the statutory or other licenses, tax registrations, permits, permissions or approvals or consents required to carry on the operations of the Demerged Undertaking shall automatically and without any other order to this effect vest into and become available to the Resulting Company pursuant to this Scheme.
- 5.5 The Demerged Company in relation to the Demerged Undertaking may be entitled to various incentive schemes and pursuant to this scheme, it is declared that the benefits under all such schemes and policies pertaining to the Demerged Undertaking shall be automatically transferred to and vested into the Resulting Company and all benefits, entitlements and incentives of any nature whatsoever including benefits under the income tax, excise, sales tax, service tax, exemptions, concessions, remissions, subsidies and other incentives in relation to the Real Estate Business to the extent statutorily available shall be claimed by the Resulting Company. The Resulting Company shall be entitled to get credit/claim refund regarding any tax paid and/or tax deduction at source certificates pertaining to Demerged Undertaking on or after the Appointed Date by the Demerged Company.
- 5.6 It is clarified that, upon the Effective Date and until the licences, permits, quotas, approvals, incentives, subsidies, rights, claims, leases, tenancy rights, rehabilitation schemes, special status are transferred, vested recorded effected and or perfected, in the record of the relevant regulator/ authority, in favour of Resulting Company, the Resulting Company is authorised to carry on business in the name and style of the Demerged Company and under the relevant license and or approval as the case may be and the Resulting Company shall keep of record and or account of such transactions.

## **6. TRANSFERS OF LIABILITIES**

- 6.1 With effect from the Appointed Date and upon coming into effect of this Scheme, all loans raised and utilized and all debts, duties, undertakings, liabilities and contingent liabilities and all other debts, liabilities, duties, and obligations of the Demerged Company relating to the Demerged Undertaking which may accrue or arise after the Appointed Date but which related to the period up to the day of immediately preceding the Appointed Date, if any, whether quantified or not and obligations incurred or undertaken by the Demerged Undertaking in relation to or in connection with the Demerged Undertaking as on the Appointed Date shall pursuant to the sanction of the scheme by the High Court and under the provisions of Sections 391 to 394 and other applicable provisions of the Act, without any further act, instrument or deed being required, be and shall stand automatically transferred to and vested in or be deemed to have been transferred to and vested in the Resulting Company to the extent that they may be outstanding as on the Appointed Date and shall become the debt, duties, undertakings, liabilities and obligations of the Resulting Company on the same terms and conditions as were applicable to the Demerged Company and further that it shall not be necessary to obtain the consent of any third party or person who is a party to any contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause 6.
- 6.2 In so far as any encumbrances in respect of the loans, borrowings, debts and liabilities of the Demerged Company in relation to or in connection with the Demerged Undertaking("Transferred liabilities") is concerned, upon the coming into effect of this scheme and with effect from the Appointed Date, such encumbrance shall, without any further act, instrument or deed being required be modified and shall be extended to and shall operate only over the assets comprised in the Demerged Undertaking which may have been encumbered in respect of the Transferred Liabilities as transferred to the Resulting Company pursuant to this Scheme. For the avoidance of doubt, it is hereby clarified that in so far as the assets comprising the remaining undertaking are concerned, the encumbrance, if any, over such assets relating to the Transferred Liabilities, as and from the Appointed Date without any further act, instrument or deed being required be released and discharged from the obligations and encumbrances relating to the same. Further in so far as the assets comprised in the Demerged Undertaking are concerned, the encumbrance over such assets relating to any loans, borrowings or other debts which are not transferred to the Resulting Company pursuant to this Scheme and which shall continue with the Demerged Company shall without any further act or deed be released from such encumbrance and shall no longer be available as security in relation to such liabilities with effect from the Appointed Date and upon the coming into effect of this scheme.  
Provided always that this Scheme shall not operate to enlarge the security from any loan deposit or facility created by the Demerged Company in relation to the Real State Business by virtue of this Scheme and the Resulting Company shall not be obliged to create any further or additional security therefore after the scheme has become operative.
- 6.3 Upon the effectiveness of the scheme, the Demerged Company and the Resulting Company shall execute any instrument or document and/ or do all such acts or deeds as may be required, including filing it necessary particulars and/or modification of the charge, if any, with the respective Registrar of Companies to give formal effect to the provisions of this Clause 5.

## **7. CONTRACTS, DEEDS AND OTHER INSTRUMENTS ETC.**

- 7.1 Subject to the other provisions of this scheme and upon coming into effect of this scheme and with effect from the Effective Date all contracts, deeds, bonds, agreements, settlements, indemnities, arrangements, licenses, engagements and other instruments, if any, of whatsoever nature in relation to the Demerged Undertaking to which the Demerged Company is a party or to the benefit of which the Demerged Company is eligible and which are subsisting or having effect immediately before the Effective Date, shall remain in full force and effect automatically against or in favour of the Resulting Company as the case may be and shall be binding on and be enforceable by or against the Resulting Company as fully and effectually as if instead of the Demerged Company the Resulting Company had been originally a party or beneficiary or oblige thereto or there under.
- 7.2 Without prejudice to the other provisions of this scheme and notwithstanding the fact that vesting of the Demerged Undertaking occurs by virtue of this scheme itself the Resulting Company may at any time after coming into effect of the scheme, take such actions and execute such deeds, writings or confirmations, novations or enter into arrangements with any party to any contract or arrangement to which the Demerged Company is a party in order to give formal effect to the provisions of this scheme, if so required. The Resulting Company shall be deemed to be competent and authorised to execute any such deeds, writings or confirmations on behalf of the Demerged Company and to perform or carry out all formalities or compliances required on the part of Demerged Company to give effect to the provisions of this scheme.
- 7.3 After the scheme becomes effective the Resulting Company shall in its own right be entitled to realize all monies and complete and enforce all pending contracts and transactions in respect of the Demerged Undertaking.

## **8. STAFF AND EMPLOYEES**

- 8.1 Upon the coming into effect of this scheme:
- 8.1.1 All staff, and employees of the Demerged Company engaged in or in relation to the Demerged Undertaking and who are in such employment as on the Appointed Date shall be transferred to and become the employees of the Resulting Company with effect from the Appointed Date (the "Transferred Employees") on the same terms and conditions of employment on which they are engaged by the Demerged Company without any break or interruption in service for the purpose of calculating retirement benefits. The Resulting Company undertakes to continue to abide by any agreement/settlement entered into by the Demerged Company with any union/employee of the Demerged Company in relation to the Transferred Employees; and
- 8.1.2 In so far as any provident fund, gratuity fund or any other fund or trusts created by the Demerged Company and existing for the benefit of the employees of the Demerged Company is concerned, the part of such funds relatable to the Transferred Employees shall be continued for the benefit of the Transferred Employees. The Resulting Company shall have the obligation to take all necessary steps to set up its own funds as soon as practicable. In the event the Resulting Company has set up its own funds and the amount in such fund with the Demerged Company in respect of contributions pertaining to the Transferred Employees shall subject to necessary approvals and permissions, if any required be transferred to the relevant funds created by the Resulting Company. Until such time that the Resulting Company creates its own funds and/or trust, the Resulting Company may, subject to necessary approvals and permissions that may be required continue to contribute in respect of the Transferred Employees to the relevant funds of the Demerged Company. At the time that the Resulting Company creates its own funds, the contributions pertaining to the Transferred Employees shall be transferred to the funds created by the Resulting Company.
- 8.1.3 The Appropriate Authority including the income tax department shall process the setting up of the fund and/trust on the same terms and conditions as is existing with the Demerged Company.

## **9. LEGAL AND OTHER PROCEEDINGS**

- 9.1 Upon the coming into effect of this scheme all suits, actions, administrative proceeding tribunals proceedings, show cause cases, demands and legal proceedings of whatsoever nature by or against the Demerged Company pending and/or arising on or before the Appointed Date or which may be instituted any time thereafter and in each case relating to the Demerged Undertaking shall not abate or be discontinued or be in any way prejudicially affected by reason of the scheme or by anything contained in this scheme but shall be continued and be forced by or against the Resulting Company with effect from the Appointed Date in the same manner and to the same extent as would or might have been continued and enforced by or against the Demerged Company. Except as otherwise provided herein the Demerged Company shall in no event be responsible or liable in relation to any such legal or other proceedings that stand transferred to the Resulting Company. The Resulting Company shall be replaced/added as party to such proceedings and shall prosecute or defend such proceedings at its own cost, in cooperation with the Demerged Company and the liability of the Demerged Company shall consequently stand nullified.

- 9.2 If any proceedings are taken or demand is made by the relevant governmental authorities against the Demerged Company in respect of matters referred in Clause 8.1 above, it shall defend the same or deal with such demand in accordance with the advice of the Resulting Company and at the cost of the Resulting Company and the latter shall reimburse and indemnify the Demerged Company against all liabilities and obligations incurred by or against the Demerged Company in respect thereof.
- 9.3 The Resulting Company undertakes to have all legal, taxation or other proceedings initiated by or against the Demerged Company referred in Clause 8.1 above transferred to its name as soon as is reasonably practicable after the Effective Date and to have the same Continued, prosecuted and enforced by or against the Resulting Company to the exclusion of the Demerged Company on priority. Both parties shall make relevant applications and take steps as may be required in this regard.

## **10. ISSUE AND ALLOTMENT OF SHARES/SHARE ENTITLEMENT RATIO**

- 10.1 Upon the scheme becoming effective and in consideration of the demerger and hiving off including the transfer and vesting of the Demerged Undertaking in the Resulting company pursuant to provisions of this scheme, the Resulting company shall without any further act, deed, issue and allot 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, act, deed, payment, consent, acts, instrument 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. There is no change in shareholding pattern of Demerged Undertaking and Demerged Company. Every shareholder of Demerged Company will hold equal number of shares of the Demerged Undertaking.
- 10.2 Simultaneously with the issue and allotment of the new equity shares by the Resulting Company to the equity shareholders of the Demerged Company in accordance with Clause 10.1 of this scheme, 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
- 10.3 Share Entitlement Ratio adapted under the scheme is that, for every one share of Blueblood Ventures Limited, one share of Devoted Construction Limited will be issued. The scheme will result in mirror image of shareholders of Demerged Company (BVL) and Resulting Company (DCL). This has been considered by the Board of Directors of Demerged Company & Resulting Company.
- 10.4 The equity shares to be issued by the Resulting Company pursuant to Clause 10.1 above shall be issued in dematerialized form by the Resulting Company, unless otherwise notified in writing by the Shareholders of the Demerged Company to the Resulting Company on or before such date as may be determined by the Board of Demerged Company or a committee thereof. In the event that such notice has not been received by the Resulting Company in respect of any of the members of the Demerged Company, the equity shares shall be issued to such members in dematerialized form provided that the members of the Resulting Company shall be required to have an account with a depository participant and shall be required to provide details thereof and such other confirmations as may be required. In the event that the Resulting Company has received notice from any member that equity shares are to be issued in physical form or if any member has not provided the requisite details relating to his/her/its account with a depository participant or other confirmations as may be required or if the details furnished by any member do not permit electronic credit of the shares of the Resulting Company, then the Resulting Company shall issue equity shares in physical form to such member or members.
- 10.5 The equity shares issued and allotted by the Resulting Company in terms of this scheme shall be subject to the provisions of the Memorandum and Articles of Association of the Resulting Company and shall rank pari passu inter se in all respects including dividends declared, voting and other rights. The issue and allotment of equity shares of Resulting Company in terms of this scheme shall be deemed to have been carried out as if the procedure laid down under section 62(1)(c) of the Companies Act, 2013 and any other applicable provisions of the act have been complied with.
- 10.6 The Resulting Company shall apply for listing of its equity shares including those issued in terms of Clause 10.1 above on BSE in terms of the SEBI Circulars within a reasonable time from the receipt of the order of the High Court and in compliance of the SEBI Circulars. The shares allotted by the Resulting Company pursuant to the scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.
- 10.7 There shall be no change in the shareholding pattern of the Resulting Company between the Record Date and the listing which may affect the basis on which approval is received from the Stock Exchanges.
- 10.8 Upon coming into effect of this scheme and issuance of shares in the Share Entitlement Ratio by the Resulting Company pursuant to provisions of Clause 10.1 above, the Resulting Company shall issue to the Depository shares of the Resulting Company in accordance with the Share Entitlement Ratio.

## **11. DIVIDENDS**

- 11.1 The Demerged Company and the Resulting Company shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date but only consistent with the past practice, or in the ordinary course.
- 11.2 Upon the scheme becoming effective on and from the Appointed Date, the profits and losses as the case may be of the Demerged Undertaking shall belong to and be the profits and losses as the case may be of the Resulting Company and will be available to Resulting Company for being disposed of in any manner as it thinks fit.
- 11.3 It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any member of Demerged Company and/or Resulting Company to demand or claim any dividends which subject to the provisions of the said act, shall be entirely at the discretion of the Board of Demerged Company and Resulting Company respectively, subject to such approval of the Shareholders as may be required.

## **12. ACCOUNTING TREATMENT**

- 12.1 Accounting treatment in the books of the Demerged Company:
  - 12.1.1 The assets and liabilities of the Demerged Company pertaining to the Demerged Undertaking being transferred to the Resulting Company shall be at values appearing in the books of accounts of the Demerged Company on the close of business on 31<sup>st</sup> May, 2016.
  - 12.1.2 The excess of the value of assets over the value of liabilities which have been transferred pursuant to the scheme shall be appropriated against in the following order: the securities premium account, the general reserves account and where there remains any outstanding balance, after appropriation from the aforesaid reserves in the stipulated order, will be further adjusted against the Profit & Loss Account of the Demerged Company or the treatment will be given as per the applicable law in force on the Effective Date of the scheme.
  - 12.1.3 The excess of the value of liabilities over the value of assets which have been transferred pursuant to the scheme shall be credited to general reserves or any other reserve as per the law in force on the Effective Date on the scheme
- 12.2 In the books of the Resulting Company
  - 12.2.1 Upon coming into effect of this scheme and upon the arrangement becoming operative, the Resulting Company shall record the assets and liabilities comprised in the Demerged Undertaking transferred to and vested in it pursuant to this scheme at the same value appearing in the books of Demerged Company on the close of business on 31<sup>st</sup> May, 2016.
  - 12.2.2 The Resulting Company shall credit its share capital account in its books of account with the aggregate face value of the new equity shares issued to the shareholders of Demerged Company pursuant to Clause 10.1 of this scheme.
  - 12.2.3 The excess or deficit, if any, remaining after recording the aforesaid entries shall be debited by the Resulting Company to goodwill or credited to Capital Reserve Account as the case may be.

## **13. REMAINING BUSINESS**

- 13.1 The Remaining Business and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and remain vested in and be managed by the Demerged Company.
- 13.2 All legal taxation and/or other proceedings by or against the Demerged Company under any statute, whether pending on the Appointed Date or which may be instituted at any time thereafter and relating to the remaining business of the Demerged Company (including those relating to any property, right, power, liability, obligation or duties of the Demerged Company in respect of the remaining business) shall be continued and enforced against the Demerged Company.
- 13.3 If proceedings are taken against the Resulting Company in respect of matters referred to in Clause 12.2 above relating to the Remaining Business, it shall defend the same in accordance with the advice of the Demerged Company and at the cost of the Demerged Company and the latter shall reimburse and indemnify the Resulting Company, against all liabilities and obligations by the Resulting Company in respect thereof.
- 13.4 With effect from the Appointed Date and up to and including the Effective Date:
  - 13.4.1 The Demerged Company shall carry on and be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;
  - 13.4.2 All profits accruing to the Demerged Company thereon or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of the Demerged Company; and

- 13.4.3 All assets and properties acquired by the Demerged Company in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in the Demerged Company.

#### **14. SAVING OF CONCLUDED TRANSACTIONS**

Subject to the terms of the scheme, the transfer and vesting of the Demerged Undertaking and continuance of proceedings by or against the Resulting Company, as provided herein, shall not affect any transactions or proceedings already concluded by the Demerged Company before the Effective Date, to the end and intent that the Resulting Company accepts and adopts all acts, deeds and things done and executed by and/or on behalf of the Resulting Company.

#### **15. CONDUCT OF THE BUSINESS OF THE DEMERGED UNDERTAKING**

Upon filing the Scheme with the High Court and up to and including the Effective Date:

- 15.1 The Demerged Company shall be deemed to have been carrying on and shall carry on the Demerged Undertaking and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all its properties and assets for and on account of and in trust for the Resulting Company. The Demerged Company hereby undertakes to hold its assets with utmost prudence until the Effective Date.
- 15.2 The Demerged Company shall carry on the business and activities of the Demerged Undertaking with reasonable diligence, business prudence and shall not, except in the ordinary course of business or without prior written consent of the Resulting Company, alienate charge, mortgage, encumber or otherwise deal with or dispose of any business or part thereof.
- 15.3 With effect from the Appointed Date, all the profits or income accruing or arising to the Demerged Company or expenditure or losses arising or incurred or suffered by Demerged Company, in relation to the Demerged Undertaking shall for all purposes be treated as be deemed to be accrued as the income or profits or losses or expenditure as the case may be of the Resulting Company.
- 15.4 The Demerged Company shall not vary the terms and conditions of any agreements or contracts in relation to the Demerged Undertaking except in the ordinary course of business or without the prior consent of the Resulting Company or pursuant to any pre-existing obligation undertaken by them, as the case may be.
- 15.5 The Demerged Company and the Resulting Company shall be entitled, pending sanction of the scheme, to apply to the Central/ State Government and all other agencies, departments and authorities concerned as are necessary under any law or rules for such consents, approvals and sanctions, which may be required pursuant to this scheme.

### **PART-III MISCELLANEOUS/GENERAL TERMS AND CONDITIONS**

#### **16. IMMEDIATELY UPON THE SCHEME BEING EFFECTIVE:**

- 16.1 The Demerged Company and the Resulting Company shall enter into shared services agreements inter alia in relation to use by the Resulting Company of office space, infrastructure facilities, club membership facilities, information technology services, security personnel, legal, administrative and other services, etc. of the Demerged Company on such terms and conditions that may be agreed between the Parties and on payment of consideration on an arm's length basis;
- 16.2 To facilitate intercompany lending and investments for meeting business needs, the Board of the Demerged Company shall be deemed to have been authorised to give loans to and/or give any guarantee or provide security in connection with a loan to any associate, person or body corporate (excluding exposure to wholly owned subsidiaries and joint ventures which are exempted under section 186(3) of the Companies Act, 2013) and/or acquire by way of subscription, purchase or otherwise, the securities of any associate, joint ventures or body corporate (excluding exposure to wholly owned subsidiaries which are exempted under section 186(3) of Companies Act 2013) upto an aggregate amount not exceeding Rs 100,00,00,000 (Rupees Hundred Crore), notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired by the Demerged Company may collectively exceed the limits prescribed under section 186 of the act;
- 16.3 The Board of the Resulting Company shall be deemed to have been authorised to give loans to any subsidiary companies (including overseas subsidiaries) and/or give any guarantee or provide security in connection with a loan to any subsidiary company(ies) (including overseas subsidiaries) and/or acquire by way of subscription, purchase or otherwise, the securities of any subsidiary company(ies) (including overseas subsidiaries) upto an aggregate amount not exceeding Rs 100,00,00,000 (Rupees Hundred Crore), notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/or securities so far acquired by the Resulting Company may collectively exceed the limits prescribed under section 186 of the Act;

- 16.4 It is clarified that the approval to the scheme by the shareholders of the Demerged Company and Resulting Company under sections 391 and 394 of the Act shall be deemed to have their approval under: (i) Sections 180(1)(c), 186, 188 and any other applicable provisions under the Companies Act 2013 and (ii) the Listing Agreement and that no separate approval from the shareholders to that extent shall be required to be sought by the Parties for the matters specified in the Clause 17.

## **18. APPLICATIONS TO THE HIGH COURT(S)**

The Demerged Company and the Resulting Company shall, within a reasonable time dispatch, make necessary applications under the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Act to the respective High Court interalia for convening/dispensing with the meetings of shareholders and creditors and sanction of this scheme and for other reliefs.

## **19. MODIFICATIONS OR AMENDMENTS TO OR IMPLEMENTATION OF THE SCHEME**

- 19.1 The Demerged Company and the Resulting Company may assent from time to time on behalf of their respective creditors, employees and all persons concerned to any modification or amendment or additions to this scheme or to any conditions or limitations which either the Boards or a committee of the concerned Boards or any Authorised Signatory as authorised by the Boards of the Demerged Company and the Resulting Company may deem fit, or which the High Court(s) or any other authorities under law may deem fit to approve of or impose.
- 19.2 The Demerged Company and the Resulting Company may in their discretion will resolve all doubts or difficulties that may arise for carrying out this scheme and to do and execute and perform all acts, deeds, matters and things necessary for bringing this scheme into effect or to review the position relating to the satisfaction of the conditions to this scheme and if necessary, to waive any of those for bringing this Scheme into effect.
- 19.3 In the event this scheme not being sanctioned by the High Court(s) or such other appropriate authority and/or order or orders not being passed as aforesaid this Scheme shall stand revoked, cancelled and be of no subject.
- 19.4 In the event of any inconsistency between any of the terms and conditions of an earlier arrangement between the Demerged Company and the Resulting Company and their respective shareholders and/or Creditors, and the terms and conditions of the scheme, the latter shall prevail.
- 19.5 In the event that the Demerged Company or the Resulting Company may find any of the modifications or conditions which may be imposed by the High Court(s) or other authorities unacceptable for any reason, then the Demerged Company and the Resulting Company are at liberty to withdraw the Scheme. The aforesaid powers of the Demerged Company and the Resulting Company may be exercised by the Authorised Signatory of the respective Companies.
- 19.6 For the purpose of giving effect to this scheme or to any modifications or amendments thereof or additions thereto, the Demerged Company and the Resulting Company or their Authorised Signatory may give and are authorised to determine and give all such directions as may be necessary including directions for settling or removing any question of doubt or difficulty that may arise on any account and between any persons including, such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this scheme.

- 20** The Resulting Company and the Demerged Company, with the approval of their respective Board, shall be entitled to issue bonus shares, right issue, reclassify, consolidate, sub-divide and/or split their shares subject to requirements pursuant to commitments, obligations or arrangements existing prior to the scheme coming into effect

## **21. THE SCHEME IS CONDITIONAL ON AND SUBJECT TO:**

- 21.1 The scheme being approved by the requisite majorities in number and value of such classes of persons including the members and/or creditors of the parties to the scheme as may be directed by the High Court or any other Appropriate Authority as may be applicable;
- 21.2 The parties complying with their other provisions of the SEBI Circulars, including the requirements stated in Clause 21.1 above.
- 21.3 The sanction or approval of the Appropriate Authorities concerned being obtained and granted in respect of any of the matters in respect of which such sanction or approval is required; and
- 21.4 The sanction of the High Court, under sections 391 to 394, in favour of the Demerged Company and Resulting Company to the necessary order or orders under section 394 of the Act, being obtained.

## **22. RIGHT TO REVISE TAX RETURNS**

It is clarified that all the taxes and duties payable by the Demerged Company including all tax credits, advance tax payments, service tax, tax deducted at source, MAT credit, tax liabilities or any refund and claims, from the Appointed Date shall, for all purposes, be treated as tax credits, MAT advance tax payments, tax deducted at source, MAT Credit, tax liabilities or refunds and claims of the Resulting Company. Accordingly upon the Scheme becoming effective, the Resulting Company is expressly permitted to revise and file income tax returns and other tax returns, and to claim refunds/credits, pursuant to the provisions of this Scheme.

## **23. COSTS, CHARGES AND EXPENSES**

All costs, charges and expenses, including any taxes and duties of the Demerged Company and the Resulting Company respectively in relation to or in connection with this scheme and incidental to the completion of the Demerger in pursuance of this Scheme shall be borne and paid by the Resulting Company

## **24. DISPUTE RESOLUTION**

All questions, issues, disputes and differences of any kind whatsoever which may arise between Demerged Company, Resulting Company and/or any of their shareholders, directors. Creditors, employees and/or any other person concerned, whether claiming to be a shareholder, director, creditor or employee or otherwise and/or inter se between any of the persons mentioned above, whether arising out of or in connection with or arising out of or relating to this Scheme and/or its implementation, shall if not amicably resolved between the parties within a period of 30 days, shall be referred to a sole Arbitrator to be mutually appointed by the Demerged Company and Resulting Company in accordance with the provisions of Arbitration and Conciliation Act, 1996 The Arbitration proceedings shall be conducted at Delhi in English language in accordance with Indian Laws (both Substantive and Procedural) under the Arbitration and Conciliation Act, 1996 as amended and re-enacted from time to time and the award so made shall be final and binding on both Demerged Company and the Resulting Company and/or any of their shareholders, directors. Creditors, employees and/or any other person concerned.

## **25. GOVERNING LAWS AND JURISDICTION**

This Scheme shall be governed by and interpreted in accordance with the laws of India and the civil courts at New Delhi, shall have exclusive Jurisdiction to determine any question, issue, dispute or claim between the Demerged Company and the Resulting Company and/or any of their shareholders, directors. Creditors, employees and/or any other person concerned including any application to be made under the Indian Arbitration and Conciliation Act, 1996.

DCS/AMAL/ND/575/2016-17  
October 14, 2016

The Company Secretary  
**Blueblood Ventures Ltd**  
P-27 Malviya Nagar,  
Main Market,  
Delhi, 110017



**Sub: Observation letter regarding the Draft Scheme of Arrangement and Demerger between Blueblood Ventures Limited and Devoted Construction Limited.**

We are in receipt of Draft Scheme of Arrangement and Demerger between Blueblood Ventures Limited and Devoted Construction Limited.

As required under SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015; SEBI vide its letter dated October 07, 2016 has inter alia given the following comment(s) on the draft scheme of arrangement:

- *"Pursuant to the scheme, Blueblood Ventures Limited will remain listed on BSE SME Platform. Further, Devoted Construction Limited, proposed to be listed on BSE SME Platform shall comply with all the requirements pertaining to the issue of specified securities by Small and Medium Enterprises including market making requirement as mandated under SEBI (ICDR) Regulations, 2009.*
- *"Company shall duly comply with various provisions of the Circulars."*

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble High Court.

However, the listing of equity shares of Devoted Construction Limited on the BSE Limited, shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015. Further Devoted Construction Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange.

The Company shall fulfill the Exchange's criteria for listing the securities of such company and also comply with other applicable statutory requirements. However, the listing of shares of Devoted Construction Limited is at the discretion of the Exchange. In addition to the above, the listing of Devoted Construction Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval and the Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Devoted Construction Limited in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the company is also advised to make the same available to the public through its website.
2. To publish an advertisement in the newspapers containing all the information Devoted



Construction Limited in line with the details required as per the aforesaid SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.

3. To disclose all the material information about Devoted Construction Limited to BSE on a continuous basis so as to make the same public, in addition to the requirements if any, specified in Listing Agreement for disclosures about the subsidiaries.
4. The following provisions shall be incorporated in the scheme:
  - i. The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange."
  - ii. "There shall be no change in the shareholding pattern of Devoted Construction Limited between the record date and the listing which may affect the status of this approval."

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of arrangement.

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- a. Copy of the High Court approved Scheme;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- d. Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- e. Status of compliance with the Observation Letter/s of the stock exchanges;
- f. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- g. Complaints Report as per Annexure II of this Circular.
- h. Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

  
**Nitin Pujari**  
Manager



# BLUEBLOOD VENTURES LTD.

CIN : U70102DL2007PLC159680

6<sup>th</sup> Sep, 2016

## ANNEXURE III

### Complaints Report:

#### Part A

| Sr. No. | Particulars  | Number |
|---------|--|--------|
| 1.      | Number of complaints received directly             | Nil    |
| 2.      | Number of complaints forwarded by Stock Exchange   | Nil    |
| 3.      | Total Number of complaints/comments received (1+2) | Nil    |
| 4.      | Number of complaints resolved                      | Nil    |
| 5.      | Number of complaints pending                       | Nil    |

#### Part B

| Sr. No. | Name of complainant | Date of complaint | Status (Resolved/Pending) |
|---------|---------------------|-------------------|---------------------------|
| 1.      | Nil                 | Nil               | NA                        |
| 2.      | Nil                 | Nil               | NA                        |
| 3.      | Nil                 | Nil               | NA                        |

For Blueblood Ventures Limited

  
Neha Gupta  
Company Secretary



(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

## **Report under Section 232(2)(c) of the Companies Act, 2013**

- 1 This report is under the provisions of Section 232(2)(c) of the Companies Act, 2013 and summarizes the effect of the Scheme of Arrangement (Demerger) between Blueblood Ventures Limited (**being the Applicant/ Demerged Company**) and Devoted Construction Limited (**being the Applicant/Resulting Company**) and their respective shareholders and creditors (hereinafter referred to as the “**Scheme**”) on the shareholders, the key managerial personnel and the directors.
2. The Scheme envisages the demerger of the Demerged Undertaking/ Real Estate Business Undertaking of the Demerged Company and vesting of the same with the Resulting Company, on a going concern basis pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 (now read as Sections 230-232 of Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 including the rules made thereunder). This Scheme also provides for various other matters consequential.
3. The Board of Directors of the Company at its meeting held on 20<sup>th</sup> June, 2016 has given its approval to the Scheme.
4. Description of Blueblood Ventures Limited  
Blueblood Ventures Limited (hereinafter referred to as “Demerged Company”) is a public limited company incorporated under the provisions of the Companies Act 1956 as on 23<sup>rd</sup> Day of February, 2007 bearing CIN No L70102DL2007PLC159680 and having its Registered Office at Room No 101, P-27 Malviya Nagar, New Delhi-110017. The equity shares of Demerged Company are listed on the BSE SME SEGMENT. The Demerged Company is authorized to and is 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.
5. Description Devoted Construction Limited  
Devoted Construction Limited (hereinafter referred to as “Resulting Company”) is a Public Limited Company incorporated under the provisions of the Companies Act 2013 as on 10<sup>th</sup> Day of May, 2016 bearing CIN No. U45500DL2016PLC299428 and having its Registered Office at P-27 Malviya Nagar, New Delhi-110017. The Resulting Company is authorized to and is primarily engaged in the business, *inter alia*, of real estate developers, contractors, colonizers, underwriters of commercial and residential properties, farm houses and industrial buildings. As on date, the Resulting Company is a wholly owned subsidiary of the Demerged Company.
6. The share capital of the Demerged Company as on 31<sup>st</sup> March,2017 is as under:

| Particulars   | Amount(Rs)                |
|---|---------------------------|
| <b><u>AUTHORISED CAPITAL</u></b>                      |                           |
| 31,00,000 Equity Shares of Rs 10/- each               | 3,10,00,000               |
| Total   | <b><u>3,10,00,000</u></b> |
| <b><u>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</u></b>  |                           |
| 30,01,080 Equity Shares of Rs 10/- each fully paid up | 3,00,10,800               |
| Total   | <b><u>3,00,10,800</u></b> |

The equity shares of the Demerged Company are listed and currently traded on BSE Limited -SME Segment.

7. The share capital of the Resulting Company as on 31<sup>st</sup> March, 2017 is as under:

| Particulars  | Amount (Rs)               |
|--|---------------------------|
| <b><u>AUTHORISED CAPITAL</u></b>                     |                           |
| 31,00,000 Equity Shares of Rs 10/- each              | 3,10,00,000               |
| Total  | <b><u>3,10,00,000</u></b> |
| <b><u>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</u></b> |                           |
| 10000 Equity Shares of Rs.10 each                    | 1,00,000                  |
| Total  | <b><u>1,00,000</u></b>    |

*Devoted Construction being the wholly owned subsidiary of the Demerged Company i.e. Blueblood Ventures Limited*

## 8 Rationale of the Scheme

The rationale for the Scheme of the demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company is, inter alia, as follows:-

- (a) To enhance strategic flexibility to build a vibrant industrials platform;
- (b) To enable a dedicated management focus and to accelerate growth of the Demerged Undertaking unlocking significant value for the shareholders of Applicant/Demerged Company;
- (c) To access varied sources of funds for the rapid growth of both businesses; and
- (d) To also provide scope for independent leadership, growth plans, collaboration, expansion and creating enhanced value for all the stakeholders.

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 same shall not, in any manner, be prejudicial to the interests of the shareholders, creditors or general public at large

## 9 Key features of the Scheme

- a. The Scheme, inter alia, envisages Scheme of Arrangement [Demerger] between the Company and Devoted Construction Limited under Sections 391 to 394 of the Companies Act, 1956 (now read as Sections 230-232 of Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 including the rules made thereunder). The Appointed Date for the Proposed Arrangement is opening business hours of 31.05.2016 or such other date as may be fixed by the National Company Law Tribunal at New Delhi ("NCLT") or any other concerned Authority of this scheme.
- b. The Scheme is subject to the approval of Shareholders and Creditors of the Company and the Devoted Construction Limited and the sanction by the National Company Law Tribunal or any other concerned Authority of this scheme.
- c. The Scheme inter-alia also envisages the following: demerger of the Demerged Undertaking/ Real Estate Business Undertaking of the Demerged Company into the Resulting Company.

## 10 ISSUE AND ALLOTMENT OF SHARES/SHARE ENTITLEMENT RATIO

- (a) Upon the scheme becoming effective and in consideration of the demerger and hiving of including the transfer and vesting of the Demerged Undertaking in the Resulting company pursuant to provisions of this scheme, the Resulting company shall without any further act, deed, issue and allot 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, act, deed, payment, consent, acts, instrument 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. There is no change in shareholding pattern of Demerged Undertaking and Demerged Company. Every shareholder of Demerged Company will hold equal number of shares of the Demerged Undertaking.
- (b) Simultaneously with the issue and allotment of the new equity shares by the Resulting Company to the equity shareholders of the Demerged Company in accordance with this scheme, 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
- (c) Share Entitlement Ratio adapted under the scheme is that, for every one share of Blueblood Ventures Limited, one share of Devoted Construction Limited will be issued. The scheme will result in mirror image of shareholders of Demerged Company (BVL) and Resulting Company (DCL). This has been considered by the Board of Directors of Demerged Company & Resulting Company.

- 11. The issued, subscribed and paid up equity share capital of Devoted Construction Limited as on date is Rs. 1,00,000 consisting of 10,000 Equity Shares of Rs 10/- each fully paid up. The shareholding pattern of Devoted Construction Limited is as follows:

| Name of the Shareholder    | Pre – Demerger |             | Post Demerger |             |
|----------------------------|----------------|-------------|---------------|-------------|
|                            | No of shares   | % of shares | No of shares  | % of shares |
| Blueblood Ventures Limited | 9990           | 99.99       | 30,01,080     | 100%        |
| Suresh Bohra *             | 5              | 0.05%       |               |             |
| Babita Bohra *             | 1              | 0.01%       |               |             |
| Kamal Kishore Sharma *     | 1              | 0.01%       |               |             |
| Mahendra Rana *            | 1              | 0.01%       |               |             |
| Amit Kumar Rana *          | 1              | 0.01%       |               |             |
| Pushpendra Surana *        | 1              | 0.01%       |               |             |
| <b>Total</b>               | <b>10,000</b>  | <b>100</b>  |               |             |

\*being nominee shareholder of Blueblood Ventures Limited  
Devoted Construction Limited is a wholly owned subsidiary of the Company.

12. Effect of the Scheme on Key Managerial Personnel and Directors of the Company:- There will be no effect on the Key Managerial Personnel and Directors of the Company
13. The list of Key Managerial Personnel and Directors of applicant Company as on 31.03.2017 is as under:

Mr. Suresh Bohra, Managing Director
Mr. Pushpendra Surana, Director
Mrs. Babita Bohra, Director
Mr. Syed Liaqat Ali, Independent Director
Mr. Manjeet Pugalia, Independent Director
Mrs. Neha Gupta, Company Secretary
Mrs. Gurpreet Kaur, Chief Financial Officer
14. The list of Key Managerial Personnel and Directors of Devoted Construction Limited the Company as on 31.03.2017 is as under:

Mr. Suresh Bohra, Director
Mr. Puspendra Surana, Director
Mr. Manjeet Pugalia, Director

None of the Directors or the Key Managerial Personnel of the Company or Devoted Construction Limited are interested in the Scheme of Arrangement (Demerger) to the extent of shareholding in the Company.

Date:

Place:

Director

**Blueblood Ventures Limited**  
**Unaudited Balancesheet as on 31st May, 2016**

| Particulars  | Note No. | As at 31 May, 2016    | As at 31 March, 2016  |
|--|----------|-----------------------|-----------------------|
| <b><u>EQUITY AND LIABILITIES</u></b>               |          |                       |                       |
| <b>Shareholders' funds</b>                         |          |                       |                       |
| (a) Share capital                                  | 2        | 3,00,10,800           | 3,00,10,800           |
| (b) Reserves and surplus                           | 3        | 12,61,29,638          | 12,09,66,033          |
| <b>Share application money pending allotment</b>   |          |                       | -                     |
| <b>Non Current Liabilities</b>                     |          |                       |                       |
| (a) Long-term borrowings                           | 4        | 1,10,18,09,268        | 1,00,15,11,901        |
| <b>Current liabilities</b>                         |          |                       |                       |
| (a) Short-term borrowings                          | 5        | -                     | 2,23,209              |
| (b) Trade payables                                 | 6        | 32,71,000             | 7,81,721              |
| (c) Other current liabilities                      | 7        | 22,95,97,448          | 22,16,48,001          |
| (d) Short-term provisions                          | 8        | 29,24,131             | 5,95,770              |
|  |          | <b>1,49,37,42,285</b> | <b>1,37,57,37,436</b> |
| <b><u>ASSETS</u></b>                               |          |                       |                       |
| <b>Non Current Assets</b>                          |          |                       |                       |
| (a) Fixed assets                                   |          |                       |                       |
| (i) Tangible assets                                | 9        | 7,62,047              | 7,98,503              |
| (b) Non-current investments                        | 10       | 26,85,190             | 12,63,950             |
| (c) Deferred tax assets (net)                      | 11       | 1,01,971              | 1,01,971              |
| (d) Long term loans and advances                   |          | -                     | -                     |
| <b>Current Assets</b>                              |          |                       |                       |
| (a) Inventories                                    | 12       | 1,42,25,01,170        | 1,32,60,99,608        |
| (b) Trade receivables                              | 13       | 2,47,104              | 44,040                |
| (c) Cash and cash equivalents                      | 14       | 14,71,705             | 12,18,701             |
| (d) Short-term loans and advances                  | 15       | 6,59,73,098           | 4,62,10,663           |
| (e) Other Current Asset                            |          | -                     | -                     |
|  |          | <b>1,49,37,42,285</b> | <b>1,37,57,37,436</b> |
| <b>Significant Accounting Policies</b>             | 1        |                       |                       |
| See accompanying notes to the financial statements |          |                       |                       |

For on behalf of the Board of Directors

**Blueblood Ventures Limited**

Date : 31.05.2016

Place : New Delhi

Suresh Bohra  
Managing Director  
DIN.- 00093343

Babita Bohra  
Director  
DIN.- 01149417

**Blueblood Ventures Limited****Unaudited Statement of Profit and loss for the year ended 31st May, 2016**

| Particulars  | Note No. | For the year ended<br>31st May, 2016 | For the year ended<br>31st March, 2016 |
|--|----------|--------------------------------------|--|
| <b><u>Income</u></b>                               |          |                                      |  |
| Revenue from operations                            | 16       | 1,14,58,827                          | 58,61,580                              |
| Other income                                       | 17       | 12,35,858                            | 13,76,330                              |
| <b>Total revenue</b>                               |          | <b>1,26,94,685</b>                   | <b>72,37,910</b>                       |
| <b><u>Expenses</u></b>                             |          |                                      |  |
| Purchases of stock-in-trade                        | 18       | 9,85,39,309                          | 64,47,78,455                           |
| Changes in inventories                             | 19       | (9,64,01,562)                        | (74,77,85,722)                         |
| Employee benefits expense                          | 20       | 1,90,000                             | 13,60,883                              |
| Finance costs                                      | 21       | 74,377                               | 10,62,69,114                           |
| Depreciation and amortisation expense              | 9        | 36,456                               | 3,67,945                               |
| Other expenses                                     | 22       | 24,94,903                            | 4,37,671                               |
| <b>Total expenses</b>                              |          | <b>49,33,483</b>                     | <b>54,28,345</b>                       |
| <b>Profit / (Loss) before tax</b>                  |          | <b>77,61,202</b>                     | <b>18,09,565</b>                       |
| <b>Tax expense:</b>                                |          |                                      |  |
| (a) Current tax expense for current year           |          | 23,28,361                            | 5,95,770                               |
| (b) Deferred tax                                   |          | -                                    | (52,973)                               |
| (c) Taxes for Earlier Years                        |          | -                                    | 23,421                                 |
|  |          | <b>23,28,361</b>                     | <b>5,66,218</b>                        |
| <b>Profit / (Loss) for the year</b>                |          | <b>54,32,842</b>                     | <b>12,43,347</b>                       |
| <b>Earnings per share (of Rs. 10/- each):</b>      |          |                                      |  |
| (a) Basic & Diluted EPS                            | 23       | 0.00                                 | 0.68                                   |
| (b) Basic (Restated)                               |          | 0.00                                 | 0.68                                   |
| <b>Significant Accounting Policies</b>             | 1        |                                      |  |
| See accompanying notes to the financial statements |          |                                      |  |

For on behalf of the Board of Directors

**Blueblood****Date :- 31.05.2016****Place :- New Delhi**

|                   |                |   |
|-------------------|----------------|---|
| Suresh Bohra      | Babita Bohra   | I |
| Managing Director | Director       | I |
| DIN.- 00093343    | DIN.- 01149417 | I |

## Notes on Financial Statement for the year ended 31st May,2016

The Previous year figures have been regrouped/ reclassified wherever necessary to conform to the current year presentation

|   | Amount in Rs.         |                         |
|---|-----------------------|-------------------------|
| 2 SHARE CAPITAL   |                       |                         |
|   | As at<br>31 May, 2016 | As at<br>31 March, 2016 |
| <b>(a) Authorised Share Capital</b>                       |                       |                         |
| <b>31,00,000 Equity shares of Rs.10/- each</b>            | 3,10,00,000.00        | 3,10,00,000.00          |
| ( Previous Year 31,00,000 Equity shares)                  |                       |                         |
|   | <u>3,10,00,000.00</u> | <u>3,10,00,000.00</u>   |
| <b>(b) Issued, Subscribed &amp; Paid up Share Capital</b> |                       |                         |
| <b>30,01,080 Equity shares of Rs.10/- each</b>            | 3,00,10,800.00        | 53,13,600.00            |
| (Previous Year 30,01,080 Equity shares)                   |                       |                         |
|   |                       |                         |
| <b>Total</b>  | <u>3,00,10,800.00</u> | <u>53,13,600.00</u>     |

### 2.1 The Reconciliation of number of share outstanding is set out below

| Particulars                 | Opening<br>Balance | Fresh issue | Bonus Issue | Closing Balance       |
|-----------------------------|--------------------|-------------|-------------|-----------------------|
| Year ended 31st May, 2016   |                    |             |             |                       |
| - Number of shares          | 30,01,080.00       | -           | -           | <b>30,01,080.00</b>   |
| - Amount (Rs.)              | 3,00,10,800.00     | -           | -           | <b>3,00,10,800.00</b> |
| Year ended 31st March, 2016 |                    |             |             |                       |
| - Number of shares          | 5,31,360           | 14,07,000   | 10,62,720   | 30,01,080             |
| - Amount (Rs.)              | 53,13,600          | 1,40,70,000 | 1,06,27,200 | 3,00,10,800           |

### 2.2 Terms/rights attached to Equity Shares Capital

The company has only one class of equity shares having par value of ` 10 per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### 2.3 Details of shares held by each shareholder holding more than 5% shares:

| Class of shares / Name of shareholder   | As at 31 May, 2016       |                               | As at 31 March, 2016     |                               |
|---|--------------------------|-------------------------------|--------------------------|-------------------------------|
|   | Number of<br>shares held | % holding in<br>that class of | Number of<br>shares held | % holding in<br>that class of |
| <u>Equity shares with voting rights</u> |                          |                               |                          |                               |
| Suresh Bohra                            | 6,07,770                 | 20.25%                        | 6,07,770                 | 20.25%                        |
| Dandy Developers Pvt. Ltd.              | 1,50,900                 | 5.03%                         | 1,50,900                 | 5.03%                         |
| Babson's HUF                            | 1,95,000                 | 6.50%                         | 1,95,000                 | 6.50%                         |
| SJM Investments (Delhi) Pvt. Ltd.       | 3,09,000                 | 10.30%                        | 3,09,000                 | 10.30%                        |
| <b>TOTAL</b>                            | <b>30,01,080</b>         | <b>42%</b>                    | <b>30,01,080</b>         | <b>42%</b>                    |



## Notes on Financial Statement for the year ended 31st May, 2016

| Note No. | Particulars   | As at<br>31st May, 2016 | As at<br>31st March, 2016 |
|----------|---|-------------------------|---------------------------|
| <b>3</b> | <b>RESERVE &amp; SURPLUS</b>  |                         |                           |
| 3.1      | Securities Premium Account  |                         |                           |
|          | As per Last Balance Sheet   | 11,79,53,725            | 7,31,05,400               |
|          | Add : On issue of shares  | -                       | 5,62,80,000               |
|          |   | 11,79,53,725            | 12,93,85,400              |
|          | Less : Utilised towards issue of bonus Shares   | -                       | 1,06,27,200               |
|          | Less : Utilised amortisation of share issue expenses  | 2,69,237                | 8,04,475                  |
|          |   | 11,76,84,489            | 11,79,53,725              |
| 3.2      | Surplus   |                         |                           |
|          | As per Last Balance Sheet   | 30,12,308               | 17,68,961                 |
|          | Add: Net Profit / (loss) for the current year   | 54,32,842               | 12,43,347                 |
|          |   | 84,45,150               | 30,12,308                 |
|          | <b>Total</b>  | <b>12,61,29,638</b>     | <b>12,09,66,033</b>       |
| <b>4</b> | <b>LONG TERM BORROWINGS</b>   |                         |                           |
| i        | Term Loan   |                         |                           |
|          | From Bank   |                         |                           |
|          | Secured*  | 4,40,096.17             | 4,58,541                  |
| iii      | Other Loans & Advances  |                         |                           |
|          | Unsecured   | 1,10,13,69,172          | 1,00,10,53,360            |
|          | <b>Total</b>  | <b>1,10,18,09,268</b>   | <b>1,00,15,11,901</b>     |
| <b>*</b> | <b>Term Loan from Banks</b>   |                         |                           |
|          | A) Hdfc Auto car loan 1 of Rs.6,00,000/- is secured against Car - Skoda and repayable in 60 EMI of Rs.12864 commencing from June, 2013. |                         |                           |
|          | B) Hdfc Auto car loan 2 of Rs.5,00,000/- is secured against Car - Amaze and repayable in 48 EMI of Rs.12742 commencing from May, 2015.  |                         |                           |
| <b>5</b> | <b>SHORT TERM BORROWINGS</b>  |                         |                           |
| i)       | Loan & Advances from Related Parties  | -                       | 2,23,209                  |
|          | - Unsecured   |                         |                           |
|          | <b>Total</b>  | <b>-</b>                | <b>2,23,209</b>           |
| <b>6</b> | <b>TRADE PAYABLE</b>  |                         |                           |
|          | MSME  | -                       | -                         |
|          | Other Than MSME   | 32,71,000               | 7,81,721                  |
|          | <b>Total</b>  | <b>32,71,000</b>        | <b>7,81,721</b>           |

## Notes on Financial Statement for the year ended 31st May, 2016

| Note No. | Particulars                           | As at<br>31st May, 2016 | As at<br>31st March, 2016 |
|----------|---------------------------------------|-------------------------|---------------------------|
| <b>7</b> | <b>OTHER CURRENT LIABILITIES</b>      |                         |                           |
|          | Current Maturities of Long Term Debt  | 2,25,191                | 2,45,351                  |
|          | Bank Overdraft                        | -                       | 59,76,566.94              |
|          | Advance received for booking of SFI's | 21,72,03,693            | 21,10,50,950              |
|          | Other payable                         |                         |                           |
|          | - Taxes Payable                       | 13,17,258               | 27,33,828                 |
|          | - Director Remuneration Payable       | 7,42,681                | 7,12,681                  |
|          | - Audit Fee Payable                   | 28,625                  | 28,625                    |
|          | - Salary Payable                      | 80,000.00               | -                         |
|          | - Other Liabilities                   | 1,00,00,000.00          | 9,00,000                  |
|          | <b>Total</b>                          | <b>22,95,97,448</b>     | <b>22,16,48,001</b>       |
| <b>8</b> | <b>SHORT TERM PROVISION</b>           |                         |                           |
|          | Others                                |                         |                           |
|          | - Provision for Tax                   | 29,24,131               | 5,95,770                  |
|          | - Provision for Income Tax Demand     | -                       | -                         |
|          | <b>Total</b>                          | <b>29,24,131</b>        | <b>5,95,770</b>           |

## 9 FIXED ASSET

| Particulars                            | Computers         | Furniture        | Office<br>Equipment | Motor Car           | Total               |
|--|-------------------|------------------|---------------------|---------------------|---------------------|
| <b>Original cost as on 01.04.2016</b>  | 145,310.00        | 84,713.00        | 25,100.00           | 1,521,000.00        | 1,776,123.00        |
| <b>Additions</b>                       | -                 | -                | -                   | -                   | -                   |
| Adjustments During the Year            | -                 | -                | -                   | -                   | -                   |
| Deductions/Retirement during the year  | -                 | -                | -                   | -                   | -                   |
| <b>As at 31st May 2016</b>             | <b>145,310.00</b> | <b>84,713.00</b> | <b>25,100.00</b>    | <b>1,521,000.00</b> | <b>1,776,123.00</b> |
| <b>Depreciation &amp; Amortisation</b> |                   |                  |                     |                     | -                   |
| As at April 1.2015                     | 138,044.46        | 50,172.98        | 21,134.20           | 768,268.74          | 977,620.38          |
| For the Period                         | -                 | 1,388.09         | 249.48              | 34,818.14           | 36,455.71           |
| Deductions/Adjustments during the year | -                 | -                | -                   | -                   | -                   |
| <b>As at 31st May 2016</b>             | <b>138,044.46</b> | <b>51,561.07</b> | <b>21,383.68</b>    | <b>803,086.88</b>   | <b>1,014,076.09</b> |
| <b>Net Book Value</b>                  |                   |                  |                     |                     |                     |
| <b>as at May 31,2016</b>               | <b>7,265.54</b>   | <b>33,151.93</b> | <b>3,716.32</b>     | <b>717,913.12</b>   | <b>762,046.91</b>   |
| <b>as at March 31,2016</b>             | <b>7,265.54</b>   | <b>34,540.02</b> | <b>3,965.80</b>     | <b>752,731.26</b>   | <b>798,502.62</b>   |

## Notes on Financial Statement for the year ended 31st May, 2016

| Note No.  | Particulars  | As at<br>31st May, 2016 | As at<br>31st March, 2016 |
|-----------|--|-------------------------|---------------------------|
| <b>10</b> | <b>NON CURRENT INVESTMENT</b>                                      |                         |                           |
|           | Investment in Shares   | 26,85,190               | 12,63,950                 |
|           | <b>Total</b>   | <b>26,85,190</b>        | <b>12,63,950</b>          |
| <b>11</b> | <b>DEFERRED TAX ASSET</b>  |                         |                           |
|           | Opening Balance of DTA/(DTL)                                       | 1,01,971                | 48,998                    |
| Add:      | <u>Tax effect of items constituting deferred tax assets</u>        |                         |                           |
|           | On difference between book balance and tax balance of fixed assets | -                       | 52,973                    |
|           | <b>Total</b>   | <b>1,01,971</b>         | <b>1,01,971</b>           |
| <b>12</b> | <b>INVENTORIES</b>   |                         |                           |
|           | Stock In Trade   |                         |                           |
|           | - Shares & Securities  | 52,12,977               | 15,77,227                 |
|           | - Commodities  | 2,97,572                | 2,97,572                  |
|           | - SFI in Projects  | 1,41,69,90,621          | 1,32,42,24,809            |
|           | <b>Total</b>   | <b>1,42,25,01,170</b>   | <b>1,32,60,99,608</b>     |
| <b>13</b> | <b>TRADE RECEIVABLES</b>   |                         |                           |
|           | Exceeding Six Month from the due date                              | -                       | -                         |
|           | Others   | 2,47,104                | 44,040                    |
|           | <b>Total</b>   | <b>2,47,104</b>         | <b>44,040</b>             |
| <b>14</b> | <b>CASH AND CASH EQUIVALENTS</b>                                   |                         |                           |
|           | Balances with Bank   | 8,61,487                | 10,00,193                 |
|           | Cash on Hand   | 6,10,218                | 2,18,508                  |
|           | <b>Total</b>   | <b>14,71,705</b>        | <b>12,18,701</b>          |
| <b>15</b> | <b>SHORT TERM LOANS AND ADVANCES</b>                               |                         |                           |
|           | Balance with Tax Authorities                                       | 16,05,253               | 6,05,253                  |
|           | Security Deposit   | 8,07,550                | 8,18,000                  |
|           | Other Recoverables   | -                       | -                         |
|           | Staff Advance  | 1,20,000                | 1,20,000                  |
|           | Other Loans & Advances   |                         |                           |
|           | - Unsecured and Considered Goods                                   | 6,34,40,295             | 4,46,67,410               |
|           | <b>Total</b>   | <b>6,59,73,098</b>      | <b>4,62,10,663</b>        |

**Notes on Financial Statement for the year ended 31st May, 2016**

| Note No.    | Particulars                                     | For the year Ended 31st May , 2016 | For the year Ended 31st March , 2016 |
|-------------|---|------------------------------------|--------------------------------------|
| <b>16</b>   | <b>REVENUE FROM OPERATION</b>                   |                                    |                                      |
| <b>16.1</b> | <b>Sale of Products</b>                         |                                    |                                      |
|             | Sale of Shares, Securities & Commodities        | 14,58,827                          | 13,66,939                            |
| <b>16.2</b> | <b>Income From Services</b>                     |                                    |                                      |
|             | Management Or Business Consultancy              | 1,00,00,000                        | 25,00,000                            |
|             | Comission Received                              |                                    | 23,38,795                            |
| <b>16.3</b> | <b>Other Operating Revenue</b>                  |                                    |                                      |
|             | Gain from Future and Option Trading             | -                                  | -3,44,154                            |
|             | <b>Total</b>                                    | <b>1,14,58,827</b>                 | <b>58,61,580</b>                     |
| <b>17</b>   | <b>OTHER INCOME</b>                             |                                    |                                      |
|             | Dividend Received                               | 1,670                              | 12,600                               |
|             | Other Income                                    | 12,34,188                          | -                                    |
|             | Profit on sale of Investment                    | -                                  | -                                    |
|             | Interest Income                                 | -                                  | 13,63,730                            |
|             | <b>Total</b>                                    | <b>12,35,858</b>                   | <b>13,76,330</b>                     |
| <b>18</b>   | <b>PURCHASE OF STOCK IN TRADE</b>               |                                    |                                      |
|             | Shares & Securities                             | 45,39,309                          | 16,32,455                            |
|             | Commodities - Silver & Gold                     | -                                  | -                                    |
|             | FSI in Projects                                 | 9,40,00,000                        | 64,31,46,000                         |
|             |   | <b>9,85,39,309</b>                 | <b>64,47,78,455</b>                  |
| <b>19</b>   | <b>CHANGE IN INVENTORIES OF STOCK IN TRADE</b>  |                                    |                                      |
|             | <b>Inventories at the end of the year</b>       |                                    |                                      |
|             | Stock in Trade                                  | 1,42,25,01,170                     | 1,32,60,99,608                       |
|             | <b>Inventories at the beginning of the year</b> |                                    |                                      |
|             | Stock in Trade                                  | 1,32,60,99,608                     | 57,83,13,886                         |
|             |   | <b>-9,64,01,562</b>                | <b>-74,77,85,722</b>                 |

## Notes on Financial Statement for the year ended 31st May, 2016

| Note No.  | Particulars   | For the year Ended 31st May , 2016 | For the year Ended 31st March , 2016 |
|-----------|---|------------------------------------|--------------------------------------|
| <b>20</b> | <b>EMPLOYEE COST</b>                                |                                    |                                      |
|           | Salaries and Wages                                  | 1,90,000                           | 13,60,883                            |
|           | <b>Total</b>  | <b>1,90,000</b>                    | <b>13,60,883</b>                     |
| <b>21</b> | <b>FINANCE COST</b>                                 |                                    |                                      |
|           | Interest Expense                                    | 74,377                             | 10,62,69,114                         |
|           | <b>Total</b>  | <b>74,377</b>                      | <b>10,62,69,114</b>                  |
| <b>22</b> | <b>OTHER EXPENSES</b>                               |                                    |                                      |
|           | Payment to Auditor                                  | -                                  | 25,125                               |
|           | Business Promotion                                  | -                                  | 1,33,130                             |
|           | Electricity Expenses                                | -                                  | -                                    |
|           | Insurance   | 17,000                             | 20,400                               |
|           | Loss on Commodity Trading                           | -                                  | -                                    |
|           | Legal & Professional Charges                        | 24,00,000                          | -                                    |
|           | Membership Fees                                     | -                                  | 26,000                               |
|           | Fees & Taxes  | 35,000                             | 39,269                               |
|           | Provision for Income Tax Demand                     | -                                  | -                                    |
|           | <b>Miscellaneous Expenses</b>                       | <b>42,903</b>                      | <b>1,93,747</b>                      |
|           | <b>Total</b>  | <b>24,94,903</b>                   | <b>4,37,671</b>                      |
| <b>23</b> | <b>Earning Per Share</b>                            |                                    |                                      |
|           | Net Profit Attributable to Equity Shareholders      | 54,32,842                          | 12,43,347                            |
|           | Weighted average of shares                          | 3,01,080                           | 18,17,047                            |
|           | Earning per share                                   | 18.04                              | 0.68                                 |
|           | <b>Restated EPS - Right Issue &amp; Bonus Issue</b> |                                    |                                      |
|           | Net Profit Attributable to Equity Shareholders      | 54,32,842                          | 12,43,347                            |
|           | Weighted average of shares                          | 3,01,080                           | 18,17,047                            |
|           | Earning per share                                   | 18.04                              | 0.68                                 |

## **Notes on Financial Statement for the year ended 31st May, 2016**

### **Note No. 1 Significant Accounting Policies**

#### **1.1 Basis of Preparation of Financial Statements**

The Financial Statement of the Blueblood Ventures Limited ("the Company") have been prepared to comply in all material aspects with the accounting standards notified by the companies (Accounting Standard) Rules, read with rule 7 to the companies (Accounts) Rules, 2014 in respect of section 133 to the Companies Act, 2013. The Financial statements are prepared under the historical cost convention, on an accrual basis of accounting. The accounting policies applied are consistent with those used in

#### **1.2. Accounting Estimates**

The preparation of the financial statements in conformity with generally accepted accounting principles, requires the management to make estimates and assumption that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the result of operation during the reported period. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

#### **1.3 Fixed Assets**

##### **Tangible Fixed Asset**

Fixed asset are stated at cost of acquisition including attributable interest and finance cost till date of acquisition/installation of the asset and improvement thereon less accumulated depreciation and

#### **1.4 Depreciation**

Depreciation on fixed asset is provided to the extent of depreciable amount on Written Down Value

#### **1.5 Impairment**

The carrying amount of assets are reviewed at each balancesheet date if there is any indication of impairment based on internal or external factors. An Impairment loss is recognised in the statement of profit and loss whenever the carrying amount of an asset or cash generating unit exceed its recoverable value. The Recoverable amount of the asset (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its Net selling price and its value in use. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have resulted had there been no impairment.

#### **1.6 Share Issue Expense**

Share issue expenses are charged off against available balance in the securities premium account.

#### **1.7 Investment**

Current investment are carried at lower of cost and quoted /fairvalue. Non Current Investment are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a

#### **1.8 Inventories**

##### **A) Shares or Securities**

- a. Inventories of shares are valued at market value and of commodities are valued at lower of cost or market value.
- b. Closing stock of share includes stock kept as margin/securities with Stock broker.

## **Notes on Financial Statement for the year ended 31st May, 2016**

---

### **B) Real Estate Project**

Inventories of real estate are valued at Cost which includes land (including development rights and land under agreements to purchase) acquisition cost, borrowing cost, estimated internal development costs and external development charges.

### **1.9 Borrowing costs**

Borrowing costs that are attributable to the acquisition and/or construction of qualifying assets are capitalised as part of the cost of such assets, in accordance with noticed Accounting Standard 16 "Borrowing Costs". A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption. All other borrowing costs

### **1.10 Taxation**

Tax expense for the year comprises current income tax and deferred tax. Current income tax is determined in respect of taxable income with deferred tax being determined as the tax effect of timing differences representing the difference between taxable income and accounting income that originate in one period, and are capable of reversal in one or more subsequent period(s). Such deferred tax is quantified using rates and laws enacted or substantively enacted as at the end of the financial year.

### **1.11 Revenue Recognition**

- a. Revenue on account of trading in securities is recognised on the basis of each trade executed at the stock exchange during the financial year.
- b. In respect of non delivery based transaction such as derivative, the profit or loss is accounted for or on marked to market basis on the closure of each trading day on daily basis.
- c. Dividend from investment is accounted for as income when the right to receive dividend is establish

### **1.12 Provision, Contingent Liabilities and Contingent Assets**

- a. Provision involving substantial degree of estimation in measurement are recognised when there is present obligation as result of past event and it is probable that there will be an outflow of resources.
- b. Contingent liabilities are not recognised but are disclosed in the notes to financial statements and notes thereto. Contingent assets are neither recognised nor disclosed in the financial statement.

### **1.13 Earning Per Share**

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity share that have changed the number of equity shares outstanding, without a corresponding change in

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

## **Notes on Financial Statement for the year ended 31st May, 2016**

---

### **1.14 Employee benefits**

#### *Short-term employee benefits*

All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

#### *Compensated absences*

it in future service periods or receive cash compensation annually or on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilised wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit.

#### *Retirement Benefits:*

No provision has been made for gratuity/leave encashment benefits on retirements in respect of the employees of the Company since no employee is qualifying for the same.



## Notes on Financial Statement for the year ended 31st May, 2016

### 24 Related Party (as per AS-18)

#### a) Name Of Parties

##### i) Key Management Personnel - As per Companies Act

|              |  |
|--------------|--|
| a. Directors | Mr Suresh Bohra - Managing Director<br>Mrs. Babita Bohra- Director<br>Mr. Pushpendra Surana - Director |
|--------------|--|

#### Relatives

Mr Rohit Bohra - Son of Mr. Suresh Bohra

|                          |  |
|--------------------------|--|
| b. Independent Directors | Mr. Syed Liaqat Ali<br>Mr. Manjeet Pugaliala |
|--------------------------|--|

|                       |   |
|-----------------------|---|
| c. Executive Officers | CS Neha Gupta - Complaine Officer<br>Ms. Tripti Chugh - Compliance Officer<br>(Resigned Effective from March, 2016)<br>Mrs. Gurpreet Kaur - CFO |
|-----------------------|---|

|   |   |
|---|---|
| ii) Other Enterprises over which person(S) referred to in above is able to exercise significant influence | Babson(HUF)<br>Dandy Developers Private Limited<br>SJM Investment (Delhi) Private Limited<br>Dill Developers Private Limited<br>Beta Stock Brokers Private Limited<br>Beta Stock Brokers (Prop. Of Suresh Bohra<br>Blackfox Fianacial India Private Limited<br>Crest Comtrade Private Limited |
|---|---|

#### b) Related Party Transaction

| S.No. Particulars                                      | Key Management Personnel   | Relatives of Key Management Personnel | Enterprises over which person(S) referred to in above is able to exercise significant influence |
|--|----------------------------|---------------------------------------|---|
| a) Remuneration Paid to KMP's                          | 30,000<br><b>-6,13,334</b> | -<br>-                                | -<br>-  |
| b) Sales of Shares (Inclusive of Brokerage Charged)    | -<br>-                     | -<br>-                                | 14,58,827<br><b>-13,66,939</b>  |
| c) Purchase of Shares (Inclusive of Brokerage Charged) | -<br>-                     | -<br>-                                | 45,39,309<br><b>-16,32,455</b>  |
| d) Advance received from Customer (SFI)                | -<br>-                     | -<br>-                                | 60,29,534<br><b>-3,25,53,327</b>  |
| e)<br>Issue of share capital including premium         | -<br>-                     | -<br>-                                | -<br><b>-1,50,00,000</b>  |

\* The Figures apperaing in brackets belongs to Previous years

## Notes on Financial Statement for the year ended 31st May, 2016

### c) Balance Outstanding

| Party Name                                  | Grouped under          | Balance<br>as at<br>31.05.2016 | Balance<br>at<br>31.03.2016 | as |
|---|------------------------|--------------------------------|-----------------------------|----|
| a) <b>Key Managerial Personnel</b>          |                        |                                |                             |    |
| Mr Suresh Bohra - Managing Director         | <b>Unsecured Loan</b>  | -                              | 2,23,209                    |    |
|   | <b>Director</b>        |                                |                             |    |
|   | <b>Remuneration</b>    |                                |                             |    |
|   | <b>Payable</b>         | 7,42,681                       | 7,12,681                    |    |
| <b>Enterprises with Substantial Control</b> |                        |                                |                             |    |
| Beta Stock Brokers (Prop. Of Suresh         | <b>Advance Against</b> |                                |                             |    |
| b) Bohra)                                   | <b>SFI</b>             | 5,87,52,743                    | 5,27,23,209                 |    |
| c) SJM Investment (Delhi) Private Limited   | <b>Advance against</b> | -                              | -                           |    |
|   | <b>SFI's</b>           |                                |                             |    |
| d) Beta Stock Brokers Private Limited       | <b>Advance against</b> | 3,78,97,950                    | 3,79,77,950                 |    |
|   | <b>SFI's</b>           |                                |                             |    |
| e) Babsons (HUF)                            | <b>Advance against</b> | 36,50,000                      | 36,50,000                   |    |
|   | <b>SFI's</b>           |                                |                             |    |
| f) Blackfox Fianacial India Private Limited | <b>Account</b>         |                                |                             |    |
|   | <b>Receivable</b>      | 2,03,064                       | -                           |    |

25 Previous year's figures have been recast/restated where necessary

For on behalf of the Board of Directors  
**Blueblood Ventures Limited**

**Date : 31.05.2016**  
**Place : New Delhi**

Suresh Bohra      Babita Bohra  
Managing Director    Director  
DIN.- 00093343    DIN.- 01149417

**Format of holding of specified securities**

BLUEBLOOD VENTURES LIMITED

27/05/2016

1. Name of Listed Entity
2. Scrip Code/Name of Scrip/Class of Security
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)
  - a. If under 31(1)(b) then indicate the report for Quarter ending
  - b. If under 31(1)(c) then indicate date of allotment/extinguishment

4. Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

(One and only scheme of Arrangement)

| Particulars   | Yes* | No* |
|---|------|-----|
| 1. Whether the Listed Entity has issued any partly paid up shares?                        |      | No  |
| 2. Whether the Listed Entity has issued any Convertible Securities or Warrants?           |      | No  |
| 3. Whether the Listed Entity has any shares against which depository receipts are issued? |      | No  |
| 4. Whether the Listed Entity has any shares in locked-in?                                 |      | No  |
| 5. Whether any shares held by promoters are pledge or otherwise encumbered?               |      | No  |

\* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:-



Handwritten signature/initials.

Table I - Summary Statement holding of specified securities

| Category | Category of shareholder        | Nos. of shareh<br>olders | No. of fully<br>paid up<br>equity shares<br>held | Total nos. shares held<br>(VII)-(IV)+(VI) | Shareholding as a<br>% of total no. of<br>shares (calculated<br>as per SCRR,<br>1957)<br>As a % of<br>(A+B+C2) | No. of Shares<br>Underlying<br>Outstanding<br>convertible<br>securities<br>(including<br>Warrants) | Shareholding, as a %<br>assuming full<br>conversion of<br>convertible securities<br>(as a percentage of<br>diluted share capital)<br>As a % of (A+B+C2) | Number of Locked in<br>shares |  | Number of Shares pledged<br>or otherwise encumbered |                                       | Number of equity<br>shares held in<br>dematerialized form |
|----------|--------------------------------|--------------------------|--|---|--|--|---|-------------------------------|--|---|---------------------------------------|---|
|          |                                |                          |  |   |  |  |   | No. (a)                       | As a<br>% of total<br>Shares held<br>(b) | No. (a)   | As a<br>% of total<br>Shares held (b) |   |
| (I)      | (II)                           | (III)                    | (IV)   | (V)                                       | (VIII)   | (X)  | (XI) = (VII) + (X)  | (XII)                         |  | (XIII)  |                                       | (XIV)   |
| (A)      | Promoter & Promoter Group      | 6                        | 1443180  | 1443180                                   | 48.09  | 0  | 48.09   | 1443180                       | 48.09                                    | 0   | 0                                     | 1443180   |
| (B)      | Public                         | 70                       | 1557900  | 1557900                                   | 51.91  | 0  | 51.91   | 150900                        | 5.03                                     |   |                                       | 1557900   |
| (C)      | Non Promoter- Non Public       |                          |  |   |  |  |   |                               |  |   |                                       |   |
| (C1)     | Shares underlying DIs          | 0                        | 0  | 0   | NA   | 0  | NA  | 0                             | 0  |   |                                       |   |
| (C2)     | Shares held by Employee Trusts | 0                        | 0  | 0   | 0  | 0  | 0   | 0                             | 0  |   |                                       | 0   |
|          | Total                          | 76                       | 3001080  | 3001080                                   | 100  | 0  | 100   | 1594080                       | 53.12                                    | 0   | 0                                     | 3001080   |



*Handwritten signature*



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

| Table II : Statement showing shareholding pattern of the Promoter and Promoter Group |   |     |      |       |         |     |      |                        |  |   |                            |                                 |  |                                  |   |  |  |  |
|--|---|-----|------|-------|---------|-----|------|------------------------|--|---|----------------------------|---------------------------------|--|----------------------------------|---|--|--|--|
| Category & Name of the Shareholders  | PAN   | (i) | (ii) | (iii) | (iv)    | (v) | (vi) | Total nos. shares held | Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) as a % of A+B+C2 | Number of Locked in shares |                                 | Number of Shares pledged or otherwise encumbered |                                  | Number of equity shares held in dematerialized form |  |  |  |
|  |   |     |      |       |         |     |      |                        |  |   | No. (a)                    | As a % of total Shares held (b) | No. (a)  | As a % of total share s held (b) |   |  |  |  |
| 1  | Indian  | (i) |      |       |         |     |      | (vii)-(iv)-(v)-(vi)    | (viii)   | (ix)-(vii)+(x)  | (xi)                       |                                 | (xii)  |                                  | (xiv)   |  |  |  |
| (a)  | Individual/Hindu Undivided Family                               |     |      |       |         |     |      |                        |  |   |                            |                                 |  |                                  |   |  |  |  |
|  | SURESH BOHRA  |     |      | 4     | 1014210 | 0   |      | 1014210                | 33.79  | 33.79   | 1014210                    | 33.79                           | 0  | 0.00                             | 1014210   |  |  |  |
|  | BABSONS (HUF)   |     |      |       | 607770  | 0   |      | 607770                 | 20.25  | 20.25   | 607770                     | 20.25                           | 0  | 0.00                             | 607770  |  |  |  |
|  | ROHIT BOHRA   |     |      |       | 195000  | 0   |      | 195000                 | 6.50   | 6.50  | 195000                     | 6.50                            | 0  | 0.00                             | 195000  |  |  |  |
|  | BABITA BOHRA  |     |      |       | 107460  | 0   |      | 107460                 | 3.58   | 3.58  | 107460                     | 3.58                            | 0  | 0.00                             | 107460  |  |  |  |
| (b)  | Central Government/State Government(s)                          |     |      |       | 103980  | 0   |      | 103980                 | 3.46   | 3.46  | 103980                     | 3.46                            | 0  | 0.00                             | 103980  |  |  |  |
| (c)  | Financial Institutions/Banks                                    |     |      | 0     | 0       | 0   |      | 0                      | 0  | 0.00  | 0                          | 0.00                            | 0  | 0.00                             | 0   |  |  |  |
| (d)  | Any Other (Specify)   |     |      | 0     | 0       | 0   |      | 0                      | 0  | 0.00  | 0                          | 0.00                            | 0  | 0.00                             | 0   |  |  |  |
|  | SJM INVESTMENTS (DELHI) PVT LTD                                 |     |      | 2     | 428970  | 0   |      | 428970                 | 14.29  | 14.29   | 428970                     | 14.29                           | 0  | 0.00                             | 428970  |  |  |  |
|  | BOHRA INDUSTRIAL RESOURCES PRIVATE LIMITED                      |     |      |       | 309000  | 0   |      | 309000                 | 10.30  | 10.30   | 309000                     | 10.30                           | 0  | 0.00                             | 309000  |  |  |  |
|  | Sub Total (A)(1)  |     |      |       | 119970  | 0   |      | 119970                 | 4  | 4.00  | 119970                     | 4.00                            | 0  | 0.00                             | 119970  |  |  |  |
| 2  | Foreign   |     |      | 6     | 1443180 | 0   |      | 1443180                | 48.09  | 48.09   | 1443180                    | 48.09                           | 0  | 0.00                             | 1443180   |  |  |  |
| (a)  | Individual/Non Resident Individual/Forcing Individual           |     |      |       |         |     |      |                        |  |   |                            |                                 |  |                                  |   |  |  |  |
| (b)  | Government  |     |      | 0     | 0       | 0   |      | 0                      | 0  | 0.00  | 0                          | 0.00                            | 0  | 0.00                             | 0   |  |  |  |
| (c)  | Institutions  |     |      | 0     | 0       | 0   |      | 0                      | 0  | 0.00  | 0                          | 0.00                            | 0  | 0.00                             | 0   |  |  |  |
| (d)  | Foreign Portfolio Investor                                      |     |      | 0     | 0       | 0   |      | 0                      | 0  | 0.00  | 0                          | 0.00                            | 0  | 0.00                             | 0   |  |  |  |
| (e)  | Any Other (Specify)   |     |      | 0     | 0       | 0   |      | 0                      | 0  | 0.00  | 0                          | 0.00                            | 0  | 0.00                             | 0   |  |  |  |
|  | Sub Total (A)(2)  |     |      | 0     | 0       | 0   |      | 0                      | 0  | 0.00  | 0                          | 0.00                            | 0  | 0.00                             | 0   |  |  |  |
|  | Total Shareholding of Promoter and Promoter Group (A1+A2+A3+A4) |     |      | 6     | 1443180 | 0   |      | 1443180                | 48.09  | 48.09   | 1443180                    | 48.09                           | 0  | 0.00                             | 1443180   |  |  |  |





**Format of holding of specified securities**

1. Name of Listed Entity: Devoted Construction Limited
2. Scrip Code/Name of Scrip/Class of Security
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
  - a. If under 31(1)(b) then indicate the report for Quarter ending 27/05/2016
  - b. If under 31(1)(c) then indicate date of allotment/extinguishment
4. **Declaration:** The Listed entity is required to submit the following declaration to the extent of submission of information:-

|    | Particulars  | Yes* | No* |
|----|--|------|-----|
| 1. | Whether the Listed Entity has issued any partly paid up shares?                        |      | No  |
| 2. | Whether the Listed Entity has issued any Convertible Securities or Warrants?           |      | No  |
| 3. | Whether the Listed Entity has any shares against which depository receipts are issued? |      | No  |
| 4. | Whether the Listed Entity has any shares in locked-in?                                 |      | No  |
| 5. | Whether any shares held by promoters are pledge or otherwise encumbered?               |      | No  |

*\* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.*

5. The tabular format for disclosure of holding of specified securities is as follows:-

| Table I - Summary Statement holding of specified securities |                                |                       |   |  |  |                        |  |  |          |       |                         |  |  |                            |                                 |  |                                 |   |
|---|--------------------------------|-----------------------|---|--|--|------------------------|--|--|----------|-------|-------------------------|--|--|----------------------------|---------------------------------|--|---------------------------------|---|
| Category  | Category of shareholder        | Nos. of shareh olders | No. of fully paid up equity shares held | No. of Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities |          |       |                         | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding, as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) As a % of (A+B+C2) | Number of Locked in shares |                                 | Number of Shares pledged or otherwise encumbered |                                 | Number of equity shares held in dematerialized form |
|   |                                |                       |   |  |  |                        |  | No of Voting Rights                                      |          |       | Total as a % of (A+B+C) |  |  | No. (a)                    | As a % of total Shares held (b) | No. (a)  | As a % of total Shares held (b) |   |
|   |                                |                       |   |  |  |                        |  | Class:Equity   | Class:gy | Total |                         |  |  |                            |                                 |  |                                 |   |
| (I)   | (II)                           | (III)                 | (IV)                                    | (V)                                      | (VI)   | (VII)=(IV)+(V)+(VI)    | (VIII)   | (IX)   |          |       |                         | (X)  | (XI)= (VII)+(X)  | (XII)                      |                                 | (XIII)   |                                 | (XIV)   |
| (A)   | Promoter & Promoter Group      | 7                     | 10000                                   | 0  |  | 10000                  | 100  |  |          |       |                         | 0  | 100  | 0                          | 0                               | 0  | 0                               | 0   |
| (B)   | Public                         | 0                     | 0                                       | 0  | 0  | 0                      | 0  |  |          |       |                         | 0  | 0  | 0                          | 0                               | 0  | 0                               | 0   |
| (C)   | Non Promoter- Non Public       |                       |   |  |  |                        |  |  |          |       |                         |  |  |                            |                                 |  |                                 |   |
| (C1)  | Shares underlying DRs          | 0                     | 0                                       | 0  |  |                        | NA   |  |          |       |                         | 0  | NA   | 0                          | 0                               |  |                                 | 0   |
| (C2)  | Shares held by Employee Trusts | 0                     | 0                                       |  |  | 0                      | 0  |  |          |       |                         | 0  | 0  | 0                          | 0                               |  |                                 | 0   |
|   | Total                          | 7                     | 10000                                   | 0  | 0  | 10000                  | 100  |  |          |       |                         | 0  | 100  | 10000                      | 100                             | 0  | 0                               | 0   |



| Table II - Statement showing shareholding pattern of the Promoter and Promoter Group |   |                    |   |                                   |   |                        |  |  |         |       |                                     |  |  |                            |                                 |  |                                  |   |
|--|---|--------------------|---|-----------------------------------|---|------------------------|--|--|---------|-------|-------------------------------------|--|--|----------------------------|---------------------------------|--|----------------------------------|---|
|  | Category & Name of the Shareholders                       | No. of shareholder | No. of fully paid up equity shares held | Partly paid-up equity shares held | Nos. of shares underlying Depository Receipts | Total nos. shares held | Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) | Number of Voting Rights held in each class of securities |         |       |                                     | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding - as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) as a % of A+B+C2 | Number of Locked in shares |                                 | Number of Shares pledged or otherwise encumbered |                                  | Number of equity shares held in dematerialized form |
|  |   |                    |   |                                   |   |                        |  | No of Voting Rights                                      |         |       | Total as a % of Total Voting rights |  |  | No. (a)                    | As a % of total Shares held (b) | No. (a)  | As a % of total share s held (b) |   |
|  |   |                    |   |                                   |   |                        |  | Class X  | Class Y | Total |                                     |  |  |                            |                                 |  |                                  |   |
|  | (i)   | (iii)              | (iv)                                    | (v)                               | (vi)  | (vii)=[(iv)+(v)+(vi)]  | (viii)   | (ix)   |         |       |                                     | (x)  | (xi)=[(vii)+(x)]   | (xii)                      |                                 | (xiii)   |                                  | (xiv)   |
| 1  | Indian  |                    |   |                                   |   |                        |  |  |         |       |                                     |  |  |                            |                                 |  |                                  |   |
|  | (a) Individual/Hindu Undivided Family                     | 6                  | 10                                      | 0                                 |   | 10                     | 0.1  |  |         |       |                                     | 0  | 0.10   | 0                          | 0.00                            | 0  | 0.00                             | 0   |
|  | SURESH BOHRA  |                    | 5                                       | 0                                 |   | 5                      | 0.05   |  |         |       |                                     |  | 0.05   | 0                          | 0.00                            | 0  | 0.00                             | 0   |
|  | Pushpendra Surana   |                    | 1                                       | 0                                 |   | 1                      | 0.01   |  |         |       |                                     |  | 0.01   | 0                          | 0.00                            | 0  | 0.00                             | 0   |
|  | Kamal Kishor Sharma                                       |                    | 1                                       | 0                                 |   | 1                      | 0.01   |  |         |       |                                     |  | 0.01   | 0                          | 3.58                            | 0  | 0.00                             | 0   |
|  | BABITA BOHRA  |                    | 1                                       | 0                                 |   | 1                      | 0.01   |  |         |       |                                     |  | 0.01   | 0                          | 3.46                            | 0  | 0.00                             | 0   |
|  | Mahendra Singh Rana                                       |                    | 1                                       | 0                                 |   | 1                      | 0.01   |  |         |       |                                     |  | 0.01   | 0                          |                                 |  |                                  |   |
|  | Amit Kumar Rana   |                    | 1                                       | 0                                 |   | 1                      | 0.01   |  |         |       |                                     |  | 0.01   | 0                          |                                 |  |                                  |   |
|  | (b) Central Government/State Government(s)                | 0                  | 0                                       | 0                                 |   | 0                      | 0  |  |         |       |                                     | 0  | 0.00   | 0                          | 0.00                            | 0  | 0.00                             | 0   |
|  | (c) Financial Institutions/Banks                          | 0                  | 0                                       | 0                                 |   | 0                      | 0  |  |         |       |                                     | 0  | 0.00   | 0                          | 0.00                            | 0  | 0.00                             | 0   |
|  | (d) Any Other (Specify)                                   | 1                  | 9990                                    | 0                                 |   | 9990                   | 99.9   |  |         |       |                                     |  | 99.90  | 0                          | 0.00                            | 0  | 0.00                             | 0   |
|  | BlueBlood Ventures Limited                                |                    | 9990                                    | 0                                 |   | 9990                   | 99.9   |  |         |       |                                     |  | 99.90  | 0                          | 0.00                            | 0  | 0.00                             | 0   |
|  | Sub Total (A)(1)  | 7                  | 10000                                   | 0                                 |   | 10000                  | 100  |  |         |       |                                     | 0  | 100.00   | 0                          | 0.00                            | 0  | 0.00                             | 0   |
| 2  | Foreign   |                    |   |                                   |   |                        |  |  |         |       |                                     |  |  |                            |                                 |  |                                  |   |
|  | (a) Individual/Non Resident Individual/Foreign Individual | 0                  | 0                                       | 0                                 |   | 0                      | 0  |  |         |       |                                     | 0  | 0.00   | 0                          | 0.00                            | 0  | 0.00                             | 0   |
|  | (b) Government  | 0                  | 0                                       | 0                                 |   | 0                      | 0  |  |         |       |                                     | 0  | 0.00   | 0                          | 0.00                            | 0  | 0.00                             | 0   |
|  | (c) Institutions  | 0                  | 0                                       | 0                                 |   | 0                      | 0  |  |         |       |                                     | 0  | 0.00   | 0                          | 0.00                            | 0  | 0.00                             | 0   |
|  | (d) Foreign Portfolio Investor                            | 0                  | 0                                       | 0                                 |   | 0                      | 0  |  |         |       |                                     | 0  | 0.00   | 0                          | 0.00                            | 0  | 0.00                             | 0   |
|  | (e) Any Other (Specify)                                   | 0                  | 0                                       | 0                                 |   | 0                      | 0  |  |         |       |                                     | 0  | 0.00   | 0                          | 0.00                            | 0  | 0.00                             | 0   |
|  | Sub Total (A)(2)  |                    | 0                                       | 0                                 |   | 0                      | 0  |  |         |       |                                     | 0  | 0.00   | 0                          | 0.00                            | 0  | 0.00                             | 0   |
|  | Total Shareholding of Promoter and Promoter Group         | 7                  | 10000                                   | 0                                 |   | 10000                  | 100  |  |         |       |                                     | 0  | 100.00   | 10000                      | 48.09                           | 0  | 0.00                             | 0   |

**Format of holding of specified securities**

1. Name of Listed Entity: Devoted Construction Limited
2. Scrip Code/Name of Scrip/Class of Security
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
  - a. If under 31(1)(b) then indicate the report for Quarter ending 27/05/2016
  - b. If under 31(1)(c) then indicate date of allotment/extinguishment
4. **Declaration:** The Listed entity is required to submit the following declaration to the extent of submission of information:-

|    | Particulars  | Yes* | No* |
|----|--|------|-----|
| 1. | Whether the Listed Entity has issued any partly paid up shares?                        |      | No  |
| 2. | Whether the Listed Entity has issued any Convertible Securities or Warrants?           |      | No  |
| 3. | Whether the Listed Entity has any shares against which depository receipts are issued? |      | No  |
| 4. | Whether the Listed Entity has any shares in locked-in?                                 |      | No  |
| 5. | Whether any shares held by promoters are pledge or otherwise encumbered?               |      | No  |

*\* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.*

5. The tabular format for disclosure of holding of specified securities is as follows:-

| Table I - Summary Statement holding of specified securities |                                |                       |   |  |  |                        |   |  |            |       |  |  |                            |         |  |         |   |                                 |
|---|--------------------------------|-----------------------|---|--|--|------------------------|---|--|------------|-------|--|--|----------------------------|---------|--|---------|---|---------------------------------|
| Category  | Category of shareholder        | Nos. of share holders | No. of fully paid up equity shares held | No. of Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)<br>As a % of (A+B+C2) | Number of Voting Rights held in each class of securities |            |       | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital)<br>As a % of (A+B+C2) | Number of Locked in shares |         | Number of Shares pledged or otherwise encumbered |         | Number of equity shares held in dematerialized form |                                 |
|   |                                |                       |   |  |  |                        |   | No of Voting Rights                                      |            |       |  |  | Total as a % of (A+B+C)    | No. (a) | As a % of total Shares held (b)                  | No. (a) |   | As a % of total Shares held (b) |
|   |                                |                       |   |  |  |                        |   | Class:Equity   | Class:equy | Total |  |  |                            |         |  |         |   |                                 |
| (i)   | (ii)                           | (iii)                 | (iv)                                    | (v)                                      | (vi)   | (vii)=(iv)+(v)+(vi)    | (viii)  | (ix)   |            |       | (x)  | (xi)=(vii)+(x)   | (xii)                      |         | (xiii)   |         | (xiv)   |                                 |
| (A)   | Promoter & Promoter Group      | 6                     | 1443180                                 | 0  |  | 1443180                | 48.09   |  |            |       |  | 0  | 48.09                      | 1443180 | 48.09  | 0       | 0   | 1443180                         |
| (B)   | Public                         | 70                    | 1557900                                 | 0  |  | 1557900                | 51.91   |  |            |       |  | 0  | 51.91                      | 150900  | 5.03   |         |   | 1557900                         |
| (C)   | Non Promoter- Non Public       |                       |   |  |  |                        |   |  |            |       |  |  |                            |         |  |         |   |                                 |
| (C1)  | Shares underlying DRs          | 0                     | 0                                       | 0  |  | 0                      | NA  |  |            |       |  | 0  | NA                         | 0       | 0  |         |   | 0                               |
| (C2)  | Shares held by Employee Trusts | 0                     | 0                                       |  |  | 0                      | 0   |  |            |       |  | 0  | 0                          | 0       | 0  |         |   | 0                               |
|   | Total                          | 76                    | 3001080                                 | 0  |  | 3001080                | 100   |  |            |       |  | 0  | 100                        | 1594080 | 53.12  | 0       | 0   | 3001080                         |

| Table II - Statement showing shareholding pattern of the Promoter and Promoter Group |   |             |                    |   |                                   |   |                        |  |  |         |       |  |  |                                     |         |  |         |   |                                 |
|--|---|-------------|--------------------|---|-----------------------------------|---|------------------------|--|--|---------|-------|--|--|-------------------------------------|---------|--|---------|---|---------------------------------|
|  | Category & Name of the Shareholders                                 | PAN         | No. of shareholder | No. of fully paid up equity shares held | Partly paid-up equity shares held | Nos. of shares underlying Depository Receipts | Total nos. shares held | Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) | Number of Voting Rights held in each class of securities |         |       | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) as a % of A+B+C2 | Number of Locked in shares          |         | Number of Shares pledged or otherwise encumbered |         | Number of equity shares held in dematerialized form |                                 |
|  |   |             |                    |   |                                   |   |                        |  | No of Voting Rights                                      |         |       |  |  | Total as a % of Total Voting rights | No. (a) | As a % of total Shares held (a)                  | No. (a) |   | As a % of total shares held (a) |
|  |   |             |                    |   |                                   |   |                        |  | Class X  | Class Y | Total |  |  |                                     |         |  |         |   |                                 |
|  | (i)   | (ii)        | (iii)              | (iv)                                    | (v)                               | (vi)  | (vii)=(iv)+(v)+(vi)    | (viii)   | (ix)   |         |       | (x)  | (xi)=(viii)+(x)  | (xii)                               |         | (xiii)   |         | (xiv)   |                                 |
| 1  | Indian  |             |                    |   |                                   |   |                        |  |  |         |       |  |  |                                     |         |  |         |   |                                 |
| (a)  | Individual/Hindu Undivided Family                                   |             | 4                  | 1014210                                 | 0                                 |   | 1014210                | 33.79  |  |         |       | 0  | 33.79  | 1014210                             | 33.79   | 0  | 0.00    | 1014210   |                                 |
|  | SURESH BOHRA  | ADAP8950GD  |                    | 607770                                  | 0                                 |   | 607770                 | 20.25  |  |         |       |  | 20.25  | 607770                              | 20.25   | 0  | 0.00    | 607770  |                                 |
|  | BARSONS (HUF)   | AAGHB339BL  |                    | 195000                                  | 0                                 |   | 195000                 | 6.5  |  |         |       |  | 6.50   | 195000                              | 6.50    | 0  | 0.00    | 195000  |                                 |
|  | ROHT BOHRA  | ALJEP84321M |                    | 107460                                  | 0                                 |   | 107460                 | 3.58   |  |         |       |  | 3.58   | 107460                              | 3.58    | 0  | 0.00    | 107460  |                                 |
|  | BABITA BOHRA  | AFWFP84811R |                    | 103980                                  | 0                                 |   | 103980                 | 3.46   |  |         |       |  | 3.46   | 103980                              | 3.46    | 0  | 0.00    | 103980  |                                 |
| (b)  | Central Government/States Government(s)                             |             | 0                  | 0                                       | 0                                 |   | 0                      | 0  |  |         |       | 0  | 0.00   | 0                                   | 0.00    | 0  | 0.00    | 0   |                                 |
| (c)  | Financial Institutions/Banks  |             | 0                  | 0                                       | 0                                 |   | 0                      | 0  |  |         |       | 0  | 0.00   | 0                                   | 0.00    | 0  | 0.00    | 0   |                                 |
| (d)  | Any Other (Specify)   |             | 2                  | 428970                                  | 0                                 |   | 428970                 | 14.29  |  |         |       |  | 14.29  | 428970                              | 14.29   | 0  | 0.00    | 428970  |                                 |
|  | SIM INVESTMENTS (DELHI) PVT LTD                                     | AAAC8864Q   |                    | 309000                                  | 0                                 |   | 309000                 | 10.3   |  |         |       |  | 10.30  | 309000                              | 10.30   | 0  | 0.00    | 309000  |                                 |
|  | BOHRA INDUSTRIAL RESOURCES PRIVATE LIMITED                          | AAZCR2719B  |                    | 119970                                  | 0                                 |   | 119970                 | 4  |  |         |       |  | 4.00   | 119970                              | 4.00    | 0  | 0.00    | 119970  |                                 |
|  | Sub Total (A)(1)  |             | 6                  | 1443180                                 | 0                                 |   | 1443180                | 48.09  |  |         |       | 0  | 48.09  | 1443180                             | 48.09   | 0  | 0.00    | 1443180   |                                 |
| 2  | Foreign   |             |                    |   |                                   |   |                        |  |  |         |       |  |  |                                     |         |  |         |   |                                 |
| (a)  | Individual/Non Resident Individual/Foreign Individual               |             | 0                  | 0                                       | 0                                 |   | 0                      | 0  |  |         |       | 0  | 0.00   | 0                                   | 0.00    | 0  | 0.00    | 0   |                                 |
| (b)  | Government  |             | 0                  | 0                                       | 0                                 |   | 0                      | 0  |  |         |       | 0  | 0.00   | 0                                   | 0.00    | 0  | 0.00    | 0   |                                 |
| (c)  | Institutions  |             | 0                  | 0                                       | 0                                 |   | 0                      | 0  |  |         |       | 0  | 0.00   | 0                                   | 0.00    | 0  | 0.00    | 0   |                                 |
| (d)  | Foreign Portfolio Investor  |             | 0                  | 0                                       | 0                                 |   | 0                      | 0  |  |         |       | 0  | 0.00   | 0                                   | 0.00    | 0  | 0.00    | 0   |                                 |
| (e)  | Any Other (Specify)   |             | 0                  | 0                                       | 0                                 |   | 0                      | 0  |  |         |       |  | 0.00   | 0                                   | 0.00    | 0  | 0.00    | 0   |                                 |
|  | Sub Total (A)(2)  |             | 0                  | 0                                       | 0                                 |   | 0                      | 0  |  |         |       | 0  | 0.00   | 0                                   | 0.00    | 0  | 0.00    | 0   |                                 |
|  | Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2) |             | 6                  | 1443180                                 | 0                                 |   | 1443180                | 48.09  |  |         |       | 0  | 48.09  | 1443180                             | 48.09   | 0  | 0.00    | 1443180   |                                 |

| Table III - Statement showing shareholding pattern of the Public shareholder |   |      |                      |   |                                   |   |                        |  |  |         |       |                                     |  |  |                            |                                 |  |  |  |
|--|---|------|----------------------|---|-----------------------------------|---|------------------------|--|--|---------|-------|-------------------------------------|--|--|----------------------------|---------------------------------|--|--|--|
|  | Category & Name of the Shareholders                                       | PAN  | Nos. of share holder | No. of fully paid up equity shares held | Partly paid-up equity shares held | Nos. of shares underlying Depository Receipts | Total nos. shares held | Sharehold ing % calculate d as per SCRR, 1957 As a % of (A+B+C2) | Number of Voting Rights held in each class of securities |         |       |                                     | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) | Number of Locked in shares |                                 | Number of Shares pledged or otherwise encumbered |  | Number of equity shares held in dematerializ ed form |
|  |   |      |                      |   |                                   |   |                        |  | No of Voting Rights                                      |         |       | Total as a % of Total Voting rights |  |  | No. (a)                    | As a % of total Shares held (b) | No. (Not applicable) (a)                         | As a % of total shares held (Not appic able) (b) |  |
|  |   |      |                      |   |                                   |   |                        |  | Class X  | Class Y | Total |                                     |  |  |                            |                                 |  |  |  |
|  | (i)   | (ii) | (iii)                | (iv)                                    | (v)                               | (vi)  | (VII)=(IV)+(V)+(VI)    | (VIII)   | (IX)   |         |       |                                     | (X)  | (XI)-(VII)+(X)   | (XII)                      |                                 | (XIII)   |  | (XIV)  |
| 1  | Institutions  |      |                      |   |                                   |   |                        |  |  |         |       |                                     |  |  |                            |                                 |  |  |  |
|  | (a) Mutual Fund   |      |                      | 0                                       | 0                                 | 0   | 0                      | 0  |  |         |       |                                     | 0  | 0  | 0                          | 0.00                            | NA   |  | 0  |
|  | (b) Venture Capital Funds   |      |                      | 0                                       | 0                                 | 0   | 0                      | 0  |  |         |       |                                     | 0  | 0  | 0                          | 0.00                            | NA   |  | 0  |
|  | (c) Alternate Investment Funds  |      |                      | 0                                       | 0                                 | 0   | 0                      | 0  |  |         |       |                                     | 0  | 0  | 0                          | 0.00                            | NA   |  | 0  |
|  | (d) Foreign Venture Capital Investor                                      |      |                      | 0                                       | 0                                 | 0   | 0                      | 0  |  |         |       |                                     | 0  | 0  | 0                          | 0.00                            | NA   |  | 0  |
|  | (e) Foreign Portfolio Investors   |      |                      | 0                                       | 0                                 | 0   | 0                      | 0  |  |         |       |                                     | 0  | 0  | 0                          | 0.00                            | NA   |  | 0  |
|  | (f) Financial Institutions/Banks  |      |                      | 0                                       | 0                                 | 0   | 0                      | 0  |  |         |       |                                     | 0  | 0  | 0                          | 0.00                            | NA   |  | 0  |
|  | (g) Insurance Companies   |      |                      | 0                                       | 0                                 | 0   | 0                      | 0  |  |         |       |                                     | 0  | 0  | 0                          | 0.00                            | NA   |  | 0  |
|  | (h) Provident Fund/Pensions Funds   |      |                      | 0                                       | 0                                 | 0   | 0                      | 0  |  |         |       |                                     | 0  | 0  | 0                          | 0.00                            | NA   |  | 0  |
|  | (i) Any Other Specify   |      |                      | 0                                       | 0                                 | 0   | 0                      | 0  |  |         |       |                                     | 0  | 0  | 0                          | 0.00                            | NA   |  | 0  |
|  | Sub Total (B)(1)  |      |                      | 0                                       | 0                                 | 0   | 0                      | 0  |  |         |       |                                     | 0  | 0  | 0                          | 0.00                            | NA   |  | 0  |
| 2  | Central Government/State Government/President of India                    |      |                      | 0                                       | 0                                 | 0   | 0                      | 0  |  |         |       |                                     | 0  | 0  | 0                          | 0.00                            | NA   |  | 0  |
|  | Sub Total (B)(2)  |      |                      | 0                                       | 0                                 | 0   | 0                      | 0  |  |         |       |                                     | 0  | 0  | 0                          | 0.00                            | NA   |  | 0  |
| 3  | Non-Institutions  |      |                      |   |                                   |   |                        |  |  |         |       |                                     |  |  |                            |                                 |  |  |  |
|  | (a) 1. Individual Shareholders holding Nominal Share Capital Up to 2 Lacs |      | 48                   | 150000                                  | 0                                 |   | 150000                 | 5  |  |         |       |                                     | 0  | 5  | 0                          | 0.00                            | 0  | 0.00   | 150000   |
|  | 2. Individual Shareholders holding Nominal Share Capital Above 2 Lacs     |      | 4                    | 198000                                  | 0                                 |   | 198000                 | 6.6  |  |         |       |                                     | 0  | 6.6  | 0                          | 0.00                            | 0  | 0.00   | 198000   |
|  | PUSHPENDRA SURANA ABLP51164K  |      |                      | 87000                                   | 0                                 |   | 87000                  | 2.9  |  |         |       |                                     | 0  | 2.9  | 0                          | 0.00                            | NA   |  | 87000  |
|  | GRAVIT SURANA BXPP553881  |      |                      | 45000                                   | 0                                 |   | 45000                  | 1.5  |  |         |       |                                     | 0  | 1.5  | 0                          | 0.00                            | NA   |  | 45000  |
|  | GULAB CHAND BAID AAVP85460C   |      |                      | 36000                                   | 0                                 |   | 36000                  | 1.2  |  |         |       |                                     | 0  | 1.2  | 0                          | 0.00                            | NA   |  | 36000  |
|  | SAVITA QIHA AASP04078L  |      |                      | 30000                                   | 0                                 |   | 30000                  | 1  |  |         |       |                                     | 0  | 1  | 0                          | 0.00                            | NA   |  | 30000  |
|  | (b) NBFCs Registered with RBI   |      |                      | 0                                       | 0                                 | 0   | 0                      | 0  |  |         |       |                                     | 0  | 0  | 0                          | 0.00                            | 0  | 0.00   | 0  |
|  | (c) Employee Trusts   |      |                      | 0                                       | 0                                 | 0   | 0                      | 0  |  |         |       |                                     | 0  | 0  | 0                          | 0.00                            | 0  | 0.00   | 0  |
|  | (d) Overseas Depositories (Holding DRs) (Balancing Figure)                |      |                      | 0                                       | 0                                 | 0   | 0                      | 0  |  |         |       |                                     | 0  | 0  | 0                          | 0.00                            | 0  | 0.00   | 0  |
|  | (e) Any other (Specify)   |      | 18                   | 1209900                                 | 0                                 |   | 1209900                | 40.32  |  |         |       |                                     | 0  | 40.32  | 150900                     | 5.03                            | 0  | 0.00   | 1209900  |
|  | ARCH FINANCE LIMITED AAACA6706G   |      |                      | 234000                                  | 0                                 |   | 234000                 | 7.8  |  |         |       |                                     | 0  | 7.8  | 0                          | 0.00                            | NA   |  | 234000   |
|  | RELIGARE FINVEST LTD AAFCS6801H   |      |                      | 228000                                  | 0                                 |   | 228000                 | 7.6  |  |         |       |                                     | 0  | 7.6  | 0                          | 0.00                            | NA   |  | 228000   |
|  | DANDY DEVELOPERS PRIVATE LIMITED AACCD7960M                               |      |                      | 150900                                  | 0                                 |   | 150900                 | 5.03   |  |         |       |                                     | 0  | 5.03   | 150900                     | 5.03                            | NA   |  | 150900   |
|  | TELELINK COMMERCE PVT. LTD. AABCT1369F                                    |      |                      | 147000                                  | 0                                 |   | 147000                 | 4.9  |  |         |       |                                     | 0  | 4.9  | 0                          | 0.00                            | NA   |  | 147000   |
|  | NISHU FINLEASE PRIVATE LIMITED AAACN3613M                                 |      |                      | 120000                                  | 0                                 |   | 120000                 | 4  |  |         |       |                                     | 0  | 4  | 0                          | 0.00                            | NA   |  | 120000   |
|  | KALYAN VYAPAR PVT LIMITED AABCK1377N                                      |      |                      | 114000                                  | 0                                 |   | 114000                 | 3.8  |  |         |       |                                     | 0  | 3.8  | 0                          | 0.00                            | NA   |  | 114000   |
|  | ANNIES APPAREL PRIVATE LIMITED AACCA3454M                                 |      |                      | 108000                                  | 0                                 |   | 108000                 | 3.6  |  |         |       |                                     | 0  | 3.6  | 0                          | 0.00                            | NA   |  | 108000   |
|  | R K GLOBAL SHR AND SEC L AAACR5786P                                       |      |                      | 30000                                   | 0                                 |   | 30000                  | 1  |  |         |       |                                     | 0  | 1  | 0                          | 0.00                            | NA   |  | 30000  |
|  | Sub Total (B)(3)  |      | 70                   | 1557900                                 | 0                                 |   | 1557900                | 51.91  |  |         |       |                                     | 0  | 51.91  | 150900                     | 5.03                            | 0  | 0.00   | 1557900  |
|  | Total Public Shareholding (B)= (B)(1)+(B)(2) + B (3)                      |      | 70                   | 1557900                                 | 0                                 |   | 1557900                | 51.91  |  |         |       |                                     | 0  | 51.91  | 150900                     | 5.03                            | NA   |  | 1557900  |

| Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder |   |                    |   |                                   |   |                       |   |  |         |       |                                     |  |  |                            |   |  |  |   |  |
|---|---|--------------------|---|-----------------------------------|---|-----------------------|---|--|---------|-------|-------------------------------------|--|--|----------------------------|---|--|--|---|--|
| Category & Name of the Shareholders   | PAN   | No. of shareholder | No. of fully paid up equity shares held | Partly paid-up equity shares held | Nos. of shares underlying Depository Receipts | Total no. shares held | Shareholding % calculate d as per SCRR, 1957 As a % of (A+B+C2) | Number of Voting Rights held in each class of securities |         |       |                                     | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) | Number of Locked in shares |   | Number of Shares pledged or otherwise encumbered |  | Number of equity shares held in dematerializ ed form (Not Applicable) |  |
|   |   |                    |   |                                   |   |                       |   | No of Voting Rights                                      |         |       | Total as a % of Total Voting rights |  |  | No.                        | As a % of total Shares held (Not applic able) | No. (Not applicable)                             | As a % of total share s held (Not applic able) |   |  |
|   |   |                    |   |                                   |   |                       |   | Class X  | Class Y | Total |                                     |  |  |                            |   |  |  |   |  |
| (i)   | (ii)  | (iii)              | (iv)                                    | (v)                               | (vi)  | (vii)=(vi)+(v)+(vi)   | (viii)  | (ix)   |         |       |                                     | (x)  | (xi)= (vii)+(x)  | (xii)                      |   | (xiii)   |  | (xiv)   |  |
| 1   | Custodian/DR  |                    |   |                                   |   |                       |   |  |         |       |                                     |  |  |                            |   |  |  |   |  |
| (a)   | Name of DR Holder (if Available)  | 0                  | 0                                       | 0                                 |   | 0                     | 0   |  |         |       |                                     | 0  | 0  | 0                          | 0.00  | NA   |  | 0   |  |
| 2   | Employees Benefit Trust (Under SEBI (Share Based Employee Benefit Regulation 2014)) |                    |   |                                   |   |                       |   |  |         |       |                                     |  |  |                            |   |  |  |   |  |
| (a)   | Name of DR Holder (if Available)  | 0                  | 0                                       | 0                                 |   | 0                     | 0   |  |         |       |                                     | 0  | 0  | 0                          | 0.00  | NA   |  | 0   |  |
| Total Non Promoter Non Public Shareholding (C2)= (C)(1)+(C)(2)                                |   | 0                  | 0                                       | 0                                 |   | 0                     | 0   |  |         |       |                                     | 0  | 0  | 0                          | 0.00  | NA   |  | 0   |  |

BLUEBLOOD VENTURES LIMITED  
CIN:-L70102DL2007PLC159680 Registered office: Room No.101, P-27 Malviya Nagar, New  
Delhi-11001  
+91-11-26671594 Fax:+91-11-46036471  
Email: [info@bluebloodventure.com](mailto:info@bluebloodventure.com) ; website:www.bluebloodventure.com

FORM OF PROXY

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

TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS ON 15<sup>TH</sup> JUNE, 2017 AT 10:30 A. M.

|                              |   |  |
|------------------------------|---|--|
| Name of the member(s)        | : |  |
| Registered address           | : |  |
| Email ID                     | : |  |
| Folio No./DP ID & Client ID* | : |  |
| No. of Shares held           | : |  |

I/We \_\_\_\_\_, the undersigned, Equity Shareholder of Blueblood Ventures Ltd., the Applicant/Demerger Company hereby appoint:-

Name:

Address:

Email ID:

Signature:

As my/are proxy to attempt and vote for me/us and on my/are behalf at the National Company Law Tribunal (NCLT) convened Meeting of the Equity Shareholders to be held at **PHD Commerce and Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Thursday, the 15<sup>th</sup> June,2017 at 10:30 A.M.** for the purpose of considering and, if thought fit, approving, with or without modifications, the proposed Scheme of Arrangement (Demerger) between Blueblood Ventures Ltd. and Devoted Construction Limited the their respective equity shareholders (“Scheme”) under Section 391 to 394 and other applicable provisions of the Companies Act, 1956 (read now as Section 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013) at such meeting and any adjournment or adjournments thereof.

Signed this \_\_\_\_ day of \_\_\_\_\_ 2017

Please  
affix  
revenue  
stamp

Signature of Equity Shareholders

Signature of Proxy Holders(s)

|               |                |
|---------------|----------------|
| <b>Assent</b> | <b>Dissent</b> |
|               |                |

NOTE:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, no later than 48 hours before the commencement of the meeting.
2. Please affix revenue stamp before putting signature.
3. All alternations made in the Form of Proxy Should be initialed.
4. In case of multiple proxies, the proxy later in time shall be accepted provided it is received not less than 48 hours before the meeting.
5. Proxy need not be member of the Company.
6. 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.
7. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

BLUEBLOOD VENTURES LIMITED

CIN:-L70102DL2007PLC159680 Registered office: Room No.101, P-27 Malviya Nagar, New Delhi-11001  
+91-11-26671594 Fax:+91-11-46036471  
Email: [info@bluebloodventure.com](mailto:info@bluebloodventure.com) ;  
website:www.bluebloodventure.com

ATTENDANCE SLIP

TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS ON 15<sup>TH</sup> JUNE, 2017 AT 10:30 A.M.

|                              |   |  |
|------------------------------|---|--|
| Name of the member(s)        | : |  |
| Registered address           | : |  |
| Email ID                     | : |  |
| Folio No./DP ID & Client ID* | : |  |
| No. of Shares held           | : |  |

I/We certify that I/we am/are \_\_\_\_\_/ Proxy/Authorised Representative of the Equity Shareholder of the Company.

I/We hereby record my/our presence at the NCLT convened Meeting of the Equity Shareholder of Applicant/Demerged Company to be held at **PHD Commerce and Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016** on 15<sup>th</sup> June, 2017 at 10:30 A.M.

Signature of Equity Shareholder/ Proxy: \_\_\_\_\_

Equity Shareholder / Proxy name: \_\_\_\_\_

Address of the proxy holder: \_\_\_\_\_

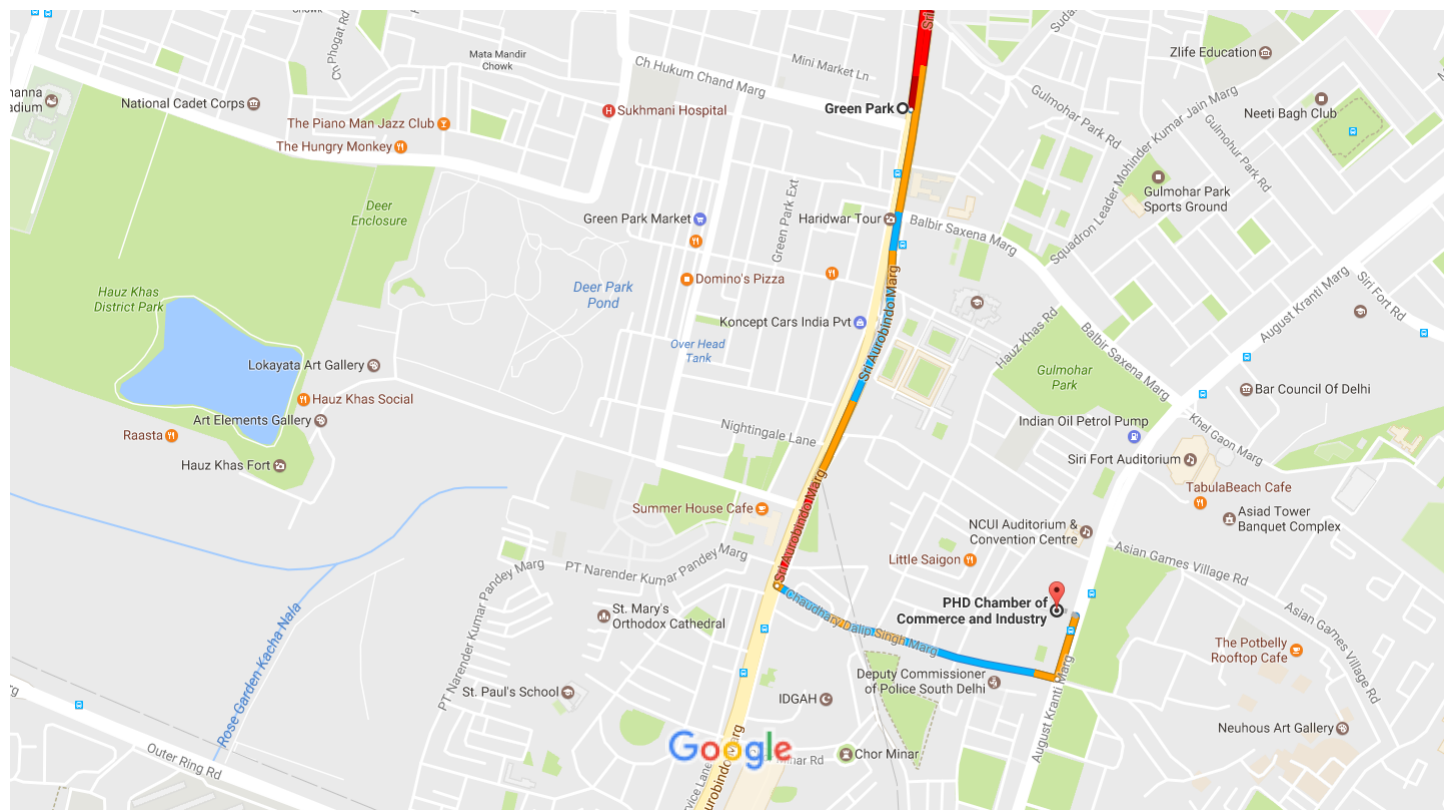
Note: Please fill in the attendance slip and hand it over at the entrance of the Meeting Hall. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.





## Green Park to PHD Chamber of Commerce and Industry

Drive 2.9 km, 13 min



Map data ©2017 Google 200 m

### Green Park

Sri Aurobindo Marg, Block Q, Green Park Extension, Green Park, New Delhi, Delhi 110016

- ↑ 1. Head north on Sri Aurobindo Marg towards Mandir Wali Gali

500 m
- 2. Keep right to stay on sri aurobindo marg

📍 Pass by Indian Oil Bhavan (on the left in 700 m)

1.7 km
- ⬅ 3. Turn left onto Chaudhary Dalip Singh Marg

600 m
- ⬅ 4. Turn left onto August Kranti Marg

📍 Destination will be on the left

140 m

### PHD Chamber of Commerce and Industry

No. 4/2, Siri Institutional Area, August Kranti Marg, New Delhi, Delhi 110016

These directions are for planning purposes only. You may find that construction projects, traffic, weather, or other events may cause conditions to differ from the map results, and you should plan your route accordingly. You must obey all signs or notices regarding your route.