



**ADDENDUM TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING OF DEVOTED CONSTRUCTION LIMITED TO BE HELD ON MONDAY, 25<sup>TH</sup> FEBRUARY, 2019 AT 11.30A.M. AT ROOM NO 101, P-27 MALVIYA NAGAR, NEW DELHI-110017**

**In Continuation to the Notice of Extra Ordinary General Meeting (EGM) of Devoted Construction Limited dated 29<sup>th</sup> January, 2019 convening an EGM of the Company on Monday, 25<sup>th</sup> February, 2019 at 11:30 am at Room No 101, P-27, Malviya Nagar, New Delhi-110017 which is being already sent to the members of Devoted Construction Limited.**

**SPECIAL BUSINESS**

**ITEM NO. 2:**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**Authority To Borrow Funds**

**"RESOLVED THAT** pursuant to provisions of Section 180 (1) (c) of the Companies Act, 2013 ("Act") and applicable provisions, if any, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow and raise such sum or sums of money (ies), from any one or more of the combination of banks, financial institutions, firms, companies, bodies corporate, mutual funds, trusts, other organisations, institutions or any other persons etc. with or without security, from time to time as may be required for the purpose of business of the Company notwithstanding that the money (ies) to be borrowed by the Company together with the money (ies) already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital and free reserves of the Company, provided that the aggregate of such excess borrowing(s) shall not exceed Rs. 200 Crores (Rupees Two Hundred Crores Only) at any point of time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to execute such deeds, documents or writings as are necessary or expedient, on behalf of the Company for giving effect to the above resolution."

**ITEM NO. 3:**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**Authority To The Board Of Directors To Make /Give /Provide Investments / Loans/ Guarantees / Securities To Joint Venture(S) /Body Corporate(S) :**

**"RESOLVED THAT** subject to Section 186 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any amendments/enactments /re-enactments thereof as are applicable, subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the

**DEVOTED CONSTRUCTION LIMITED**

**ADD: ROOM NO 101, P-27 MALVIYA NAGAR, NEW DELHI-110017  
PHN NO: 011-41611745, EMAIL-ID:INFO@DEVOTEDCONSTRUCTION.COM  
CIN NO:L45500DL2016PLC299426 , WEBSITE: WWW.DEVOTEDCONSTRUCTION.COM**



Company and all other provisions of applicable laws, and in addition to the amounts already invested/loans made or guarantees /security provided by the Company, consent be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to do the following transactions:

- i. To invest and acquire by way of subscription, purchase or otherwise in the securities of any of its subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s)/companies, and/or
- ii. To give loans to anybody corporate(s)/companies, and/or
- iii. To give guarantees or provide security in connection with loan(s) given by any other person to any of its subsidiary(ies) /joint venture(s) /associate company(ies) /body corporate(s)/companies, up to a limit of 200 Crores (Rupees Two Hundred Crores) outstanding at any point of time for such investments/loans/guarantees, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company and securities so far provided and to be provided, exceeds the limits/will exceed the limits laid down by the Act read with the Rules there under.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

#### **ITEM NO 4**

**To keep Register and Index of Members at other place and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 94 read with Section 88 and 92 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the consent of the members of the Company be and is hereby accorded to keep, maintain and preserve Register of Members and Index of Members of the Company, at the Corporate Office M-55, 3rd Floor, M Block Market, Greater Kailash –II, New Delhi -110048 instead of keeping and maintaining the same at Registered Office of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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**Date:05.02.2019**  
**Place: New Delhi**

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

**Sd/-**  
**Shagun Nijhawan**  
**Company Secretary**



## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

In conformity with the provisions of Sections 102 read with 42 and 62 and other applicable provisions of the Companies Act, 2013 and the Rules framed there under, the following statement sets out all the material facts relating to the special business mentioned in the accompanying notice dated 29<sup>th</sup> January, 2019 and should be taken as forming part of the Notice:

### **ITEM NO.2**

The Directors of the Company at their meeting held on 5<sup>th</sup> February, 2019 has passed the Ordinary Resolution to borrow monies up to Rs. 200 Crores (Rupees Two Hundred Crore Only) under section 180 (1) (c) and to secure the same by mortgage/charge on all movable and/or immovable properties under section 181 (1) (a) subject to the approval of the Shareholders in the General Meeting. However, the provisions contained in Section 180 of the Companies Act, 2013 requires the consent of members by way of a Special Resolution.

The Board of Directors of your Company has approved the borrowings and /or creation of security on the assets of the Company at their meeting held on 5<sup>th</sup> February, 2019 and recommends the Special Resolutions as set out at Item no.2 of the Notice for the approval by the members of the Company.

### **ITEM NO.3**

The Company operates some of its businesses through joint ventures and associate companies. The funding requirements of such, joint ventures and associate companies are funded primarily out of the Company's cash flows. Any such infusion of funds by the Company into joint venture(s)/associate company(ies) or corporate guarantee given by the Company to secure the borrowings made by the joint venture(s)/associate company(ies), are done by means of a resolution passed by the Board of Directors which also does requires the shareholder approval as per the provisions of the Section 186 of the Companies Act, 2013. Section 186 (3) provides that where the grant of any loan or guarantee or providing any security or the acquisition under sub-section (2) exceeds the limits specified therein, prior approval of the shareholders by means of passing a Special Resolution shall be necessary. To take advantage of growth prospects that may arise in the future and as a measure of prudence and corporate planning, the Company proposes to seek the approval of shareholders so that it would be in a position to encash the market opportunities and ensure that its funding obligations to its joint venture(s)/associate company(ies)/body corporate(s) are met on time. The Directors commend the Resolution at Item No.3 of the accompanying Notice, for the approval of the Members of the Company, as a special resolution. None of the Directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution(s) proposed at Item No.3.

### **ITEM NO.4**

Pursuant to the provisions of Section 94 of the Companies Act, 2013 and the Rules made there under, the Register of Members and Index of Members required to be kept and maintained by the company under Section 88 and copies of the Annual Return filed by the Company under Section 92 shall be kept at the registered office of the company, provided that such registers or copies of return may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the company and the Registrar has been given a copy of the proposed special resolution in advance.

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The Board commends the Special Resolution set out at Item No.4 of the Notice for approval by the shareholders. None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

**Date: 05.02.2019**  
**Place: New Delhi**

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

**Sd/-**  
**Shagun Nijhawan**  
**Company Secretary**