

## **BLB LIMITED**

**CIN: L67120HR1981PLC051078**

Regd. Office: Plot No. 1328, Sector-28, Near HUDA Market Faridabad - 121002, Haryana

Email ID: infobl@blblimited.com, Website: www.blblimited.com Tel.: 011-49325600

### **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 34<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON WEDNESDAY, THE 16TH DAY OF SEPTEMBER, 2015 AT 11:15 A.M. AT MAGPIE TOURIST RESORT, (A UNIT OF HARYANA TOURISM CORPORATION LTD.), SECTOR 16A, MATHURA ROAD, FARIDABAD-121002, HARYANA TO TRANSACT THE FOLLOWING BUSINESS:**

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2015:
  - a) To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss and the Cash Flow Statement of the Company for the year ended on that date along with notes thereon and with the Reports of the Board of Directors and Auditors thereon be and are hereby received, considered, approved and adopted.”
  - b) To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss and the Cash Flow Statement of the Company for the year ended on that date along with notes thereon and with the Reports of the Board of Directors and Auditors thereon be and are hereby received, considered, approved and adopted.”
2. To appoint a Director in place of Sh. Keshav Chand Jain (DIN: 00007539) who retires by rotation and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Sh. Keshav Chand Jain (DIN: 00007539), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”
3. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the Shareholder's approval at the 33<sup>rd</sup> AGM held on 24<sup>th</sup> September, 2014, the appointment of M/s Ram Rattan & Associates, Chartered Accountants, New Delhi (FRN 004472N), who being eligible have offered themselves, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of the Thirty Fifth (35<sup>th</sup>) Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee and as may be mutually agreed upon between the auditors and the Board of Directors of the Company.”

#### **SPECIAL BUSINESS**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and in pursuance to the provisions of Clause 49 of the Listing Agreement, Smt. Dhvani Jain (DIN: 06985038), who was appointed as an Independent Additional Director of the Company by the Board of Directors with effect from 20<sup>th</sup> October, 2014 and who holds office till the date of AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Smt. Dhvani Jain as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five years with effect from 20<sup>th</sup> October, 2014 to 19<sup>th</sup> October, 2019.”
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** subject to the provisions of the Companies Act, 2013 and the rules framed thereunder, applicable provisions of the listing agreement, Securities Contracts (Regulation) Act, 1956, SEBI (Delisting of Equity Shares) Regulations, 2009 as amended and such other applicable laws, rules, regulations and guidelines and subject to such approvals, permissions and sanctions as may be necessary, the Board of Directors of the Company be and is hereby authorized to seek voluntarily delisting of its securities from BSE Limited ('BSE').

**RESOLVED FURTHER THAT** the securities of the Company shall continue to be listed on a stock exchange having nationwide trading terminals viz the National Stock Exchange of India Limited('NSE') and therefore as per the SEBI (Delisting of Equity Shares) Regulations, 2009, as amended, no exit opportunity needs to be provided to the shareholders of the Company.

**RESOLVED FURTHER THAT** the Board of directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable and to execute and file all such applications, papers, deeds and documents with BSE as may be considered necessary and expedient to give effect to the above said resolution.

**Registered Office:**

Plot No. 1328, Sector-28,  
Near HUDA Market, Faridabad-121002, Haryana  
CIN: L67120HR1981PLC051078  
E-mail: infobl@blblimited.com

**By Order of the Board of Directors of  
BLB Limited**

**Place : New Delhi  
Date : 10.08.2015**

**(Arpita Banerjee)  
Company Secretary  
Membership No. A29715  
Address: 3<sup>rd</sup> Floor, ECE House, Annexe-II,  
28A, Kasturba Gandhi Marg,  
New Delhi – 110001**

**NOTES:**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.
2. The details as required under Clause 49 of the Listing Agreement with the stock exchanges, of persons seeking appointment/ re-appointment relating to item nos. 2 and 4 are annexed.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM WITH THE ADMISSION SLIP ARE APPENDED WITH THIS NOTICE.**
4. **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of name will be entitled to vote.
7. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID number for easy identification and attendance at the meeting.
8. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the Notice of Annual General Meeting at the meeting.
9. Members are requested to bring their copies of the Annual Report to the Annual General Meeting.
10. For the security and safety of the members, no article / baggage including water bottles and Tiffin boxes will be allowed at the venue of the meeting. The shareholders/ attendees are requested not to bring any article / baggage etc. at the venue of the Annual General Meeting.
11. The notice of Annual General Meeting will be sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on Tuesday, the 18<sup>th</sup> day of August, 2015.
12. The soft copy of annual report, notice of general meeting, notice of e-voting etc. are being sent to the members who have registered their email ids with their depository participant / Company's Registrar and Transfer Agent (RTA). Members are requested to update their preferred e-mail ids with the Company / depository participants / RTA which will be used for the purpose of sending the communications in future.

Members requiring a soft copy of the Annual Report may write to the Company at the [infobl@blblimited.com](mailto:infobl@blblimited.com) and/or at the address mentioned in *Note 28* below.

Members whose email id is not registered with the Company will be sent physical copies of this notice, annual report, notice of e-voting etc. at their registered address through permitted mode.

Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company at its registered office address or to the RTA, Abhipra Capital Ltd. A-387, Abhipra Complex, Dilkhush Industrial Area, G.T. Karnal Road, Azadpur, New Delhi-110033.

13. The Annual Report together with the Notice of the Annual General Meeting is also being hosted on the website of the Company [www.blblimited.com](http://www.blblimited.com).
14. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Compliance Officer at least 10 days in advance of the meeting so that the information called for can be made available at the meeting.
15. The Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday, 09<sup>th</sup> September, 2015 to Wednesday, 16<sup>th</sup> September, 2015 (both days inclusive) in terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges, where the equity shares of the Company are listed, for the purpose of Annual General Meeting.
16. Information regarding particulars of the directors to be appointed and the directors seeking re-appointment requiring disclosure in terms of the Listing Agreement and the explanatory statement pursuant to Section 102 of the Companies Act, 2013, are annexed hereto. The directorships held by the directors considered for the purpose of disclosure does not include the directorships held in foreign companies, private limited companies and companies incorporated under section 25 of the Companies Act, 1956 or under section 8 of the Companies Act, 2013, as the case may be, but include private limited companies which are considered as public limited companies in terms of Section 2(71) of the Companies Act, 2013. The committee chairmanships / memberships considered for the purposes of disclosure are those prescribed under clause 49(I)(C) of the Listing Agreement(s) viz. Audit Committee and Stakeholders' Relationship Committee / Investors' Grievance Committee of Indian public limited companies.
17. Members are requested to notify any change in their address, Bank Account details and email IDs etc. to the Company / RTA / Depository Participant as the case may be.
18. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The member can approach the Company or its RTA for such nomination.
19. Members, who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and / or change in address or updation thereof to the Company's RTA. Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective depository participants.
20. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made Permanent Account Number (PAN) under Income Tax Act as the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In Continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company /Registrar and Share Transfer Agent for registration of such transfer of shares.
21. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed interim dividend for the financial year 2007-2008 and 2<sup>nd</sup> interim dividend for the financial year 2007-2008 on due date to the Investor Education and Protection Fund (IEPF) established by the Central Government.
22. Members are requested to note that those members, who has so far not claimed or collected their dividend for any financial year from 2008-2009 onwards, may write to the Company or Registrar and Share Transfer Agent for claiming the same. The Dividend amount remaining unclaimed/ unpaid for a period of seven years from the date of declaration will be transferred to Investor Education and Protection Fund and no claim can be made against those amount from the Fund or the Company.
23. The shareholders can opt for only one mode of voting i.e. either through remote e-voting or through ballot paper at the AGM. In case of voting by both the modes, vote casted through e-voting will be considered final and voting through ballot paper will be considered invalid.
24. The voting rights of Members for remote e-voting and for voting through ballot paper at the Annual General Meeting shall be in proportion to their shares to the paid up equity share capital of the Company as on the cut off date Wednesday, 9<sup>th</sup> September, 2015.
25. The remote e-voting sequence number for Members who have not updated their PAN with the Company/Depository Participant alongwith the detailed instructions of e-voting are provided in the notice of e-voting, being sent alongwith the Notice of Annual General Meeting.
26. Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 34<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Wednesday, 16<sup>th</sup> September, 2015. The Results shall be declared on or after the meeting. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the meeting and communicated to Stock Exchanges.
27. Company will be disclosing to the Stock Exchanges, as per Clause 35A of the Listing Agreement, the details of results of voting on each of the resolutions passed in this Notice.
28. The shareholders are requested to communicate all their correspondence to:  
The Compliance Officer,  
BLB Limited  
3<sup>rd</sup> Floor, ECE House, Annexe-II,  
28A, Kasturba Gandhi Marg,  
New Delhi-110001  
Ph. No.: +911-49325600  
Fax No.: +911-49325637
29. A Route Map along with the Prominent Landmark for easy location of the Venue of Annual General Meeting is annexed with the Notice and also available on website of Company at [www.blblimited.com](http://www.blblimited.com).

30. The Attendance sheet, Proxy Form alongwith Ballot Paper is annexed with the Notice and also available on website of Company at [www.blblimited.com](http://www.blblimited.com).
31. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company and at Corporate Office of the Company during business hours (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.
32. **Voting through Electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by Companies (Management and Administration) Rules, 2015 and clause 35B of Listing Agreement with Stock Exchanges, the Company is pleased to provide members facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Service Limited (CDSL). The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for remote e-voting are provided hereunder:

- (i) The voting period begins on 13<sup>th</sup> September, 2015, 9.00 a.m. and ends on 15<sup>th</sup> September, 2015, 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, 09<sup>th</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
- (xx) Mr. Rupesh Agarwal, Practicing Company Secretary, (Membership No. ACS 16302) failing him Mr. Lakhan Gupta, Practicing Company Secretary, (Membership No. ACS 36583) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (xxi) The Scrutinizer shall immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a consolidated Scrutinizer’s Report of the votes cast in favour or against, if any, to the Chairman of the Company who shall countersign the same. The Chairman or any other person authorized by the Chairman shall declare the result of the voting forthwith.

**Registered Office:**

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CIN: L67120HR1981PLC051078  
E-mail: [infobl@blblimited.com](mailto:infobl@blblimited.com)

By Order of the Board of Directors of  
BLB Limited

Place : New Delhi  
Date : 10.08.2015

(Arpita Banerjee)  
Company Secretary  
Membership No. A29715  
Address: 3<sup>rd</sup> Floor, ECE House, Annexe-II,  
28A, Kasturba Gandhi Marg,  
New Delhi – 110001

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO.4**

The Board of Directors at its meeting held on 20<sup>th</sup> October, 2014, appointed Smt. Dhvani Jain (DIN: 06985038) as an Independent Additional Director of the Company with effect from 20<sup>th</sup> October, 2014, pursuant to Section 149, 161 of the Companies Act, 2013 read with the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Smt. Dhvani Jain will hold office up to the date of the ensuing AGM. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of Rs. 1,00,000/- proposing the candidature of Smt. Dhvani Jain for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Smt. Dhvani Jain as an Independent Director of the Company for a term of 5 years up to 20<sup>th</sup> October, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will not be liable to retire by rotation.

The Company has received a declaration from Smt. Dhvani Jain that she meets the criteria of independence as prescribed both under Sub-Section (6) of Section 149 of the Act. In opinion of Board, Smt. Dhvani Jain fulfills the conditions for her appointment as Independent Director as specified in Act. She is Independent of the management and possess appropriate skills, experience and knowledge.

The matter regarding appointment of Smt. Dhvani Jain as Independent Director was placed before the Nomination and Remuneration Committee and it has recommended her appointment. In the opinion of the Board, Smt. Dhvani Jain, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and she is independent of the Management. A copy

of the draft letter for the appointment of Smt. Dhvani Jain as an Independent Director setting out the terms and conditions and all other relevant documents are available for inspection without any fee by the members at the Company's registered office and at Corporate office during normal business hours (except Saturday and Sunday) on working days up to the date of the Annual General Meeting and will also be available during the Annual General Meeting.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

Smt. Dhvani Jain, aged about 26 years is a Woman Independent Director of the Company and is Bachelor of Commerce from the University of Delhi. She is a professional having rich experience in accounts and finance.

She is not holding directorship in any other Company. She is not a member of any of the Committees of the Company and does not have any shareholding in the Company. During the year, she attended 2 Board Meetings of the Company.

The Board of Directors are of the opinion that Smt. Dhvani Jain is a women of integrity and possesses relevant expertise and experience and is eligible for the position of an independent director of the Company and fulfills the conditions specified by the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges and that she is independent of the management of the Company. The Board considers that her association as Director will be beneficial and in the best interest of the Company.

No director, key managerial personnel or their relatives, except Smt. Dhvani Jain and her relatives, to whom the resolution relates, are interested or concerned in the resolution.

#### ITEM NO.5

The equity shares of the Company are currently listed on BSE and NSE (together, the "Stock exchanges"). SEBI through SEBI (Delisting of Equity Shares) Regulations, 2009 as amended from time to time has notified regulations for voluntary delisting of securities from the recognised stock exchanges.

The Company proposes to delist the securities as a part of its cost reduction measure and for administrative convenience. The consent of members is sought for getting its securities delisted from BSE as proposed in the special resolution. The securities of the Company shall continue to be listed on a stock exchange having nationwide trading terminals viz the National Stock Exchange of India Limited (NSE).

As per Regulation 6(a) SEBI (Delisting of Equity Shares) Regulations, 2009 an exit opportunity to the shareholders need not be given where securities of the Company remain listed on other recognized stock exchange(s) having national wide trading terminals i.e., BSE, NSE or any other stock exchange that may be specified by SEBI in this regard.

The relevant documents relating to the item will be available for inspection by the members of the company at Registered office of the Company and at Corporate office of the Company during the business hours (except Saturday and Sunday) upto the date of Annual General Meeting and will also be available during the Annual General Meeting.

The Board recommends the Special Resolution set forth in Item No. 5 for the approval of the members.

No director, key managerial personnel or their relatives are interested or concerned in the resolution.

#### Registered Office:

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CIN: L67120HR1981PLC051078  
E-mail: infobl@blblimited.com

By Order of the Board of Directors of  
BLB Limited

Place : New Delhi

Date : 10.08.2015

(Arpita Banerjee)

Company Secretary  
Membership No. A29715

Address: 3<sup>rd</sup> Floor, ECE House, Annexe-II,  
28A, Kasturba Gandhi Marg,  
New Delhi – 110001

#### DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (Pursuant to Clause 49 of the Listing Agreement)

Particulars	Shri Keshav Chand Jain	Smt. Dhvani Jain
Date of Birth	10.04.1944	12.02.1989
Date of Appointment	04.12.1981	20.10.2014
Qualifications	Bachelor in Arts and a Law Graduate	B.com
Expertise in specific functional areas	Taxation and Legal matters.	Finance & accounts
Chairmanships/Directorships of other Companies (excluding foreign companies and Section 8 companies)	M/s Ruchita Chits Pvt. Ltd.	—
Chairmanships/Memberships of Committees of other Public Companies		
i. Audit Committee	—	—
ii. Stakeholders' Relationship Committee	—	—
iii. Nomination & Remuneration Committee	—	—
iv. Other Committees	—	—
Number of shares held in the Company	Nil	Nil

**ATTENDANCE SLIP**

**BLB LIMITED**

CIN: L67120HR1981PLC051078

Plot No. 1328, Sector-28, Near HUDA Markets, Faridabad-121002, Haryana

**34<sup>TH</sup> ANNUAL GENERAL MEETING, 16<sup>TH</sup> SEPTEMBER, 2015**

Registered Folio No. / DP ID No. Client ID No.

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Number of Shares held

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I certify that I am a member / proxy for the member(s) of the Company.

I hereby record my presence at the 34th Annual General Meeting of the Company being held at the Magpie Tourist Resort, (A unit of Haryana Tourism Corporation Ltd.), Sector 16A, Mathura Road, Faridabad-121002, Haryana on Wednesday, 16th September, 2015, at 11:15 A.M.

.....  
Name of the Member / Proxy  
(in BLOCK letters)

.....  
Signature of the member / proxy

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.*





**BLB LIMITED**

FORM MGT 11

**PROXY FORM**

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

CIN : L67120HR1981PLC051078

Name of the company : BLB LIMITED

Registered office : Plot No. 1328, Sector-28, Near HUDA Markets, Faridabad-121002, Haryana

Name of the member (s) :

Registered address :

E-mail Id :

"Folio No/ Client Id" :

DP ID :

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name : ..... E-mail Id : .....  
Address : .....  
: ..... Signature : .....  
or failing him/her

2. Name : ..... E-mail Id : .....  
Address : .....  
: ..... Signature : .....  
or failing him/her

3. Name : ..... E-mail Id : .....  
Address : .....  
: ..... Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Wednesday, the 16th day of September, 2015 At 11:15 A.M. at Magpie Tourist Resort, (A unit of Haryana Tourism Corporation Ltd.), Sector 16A, Mathura Road, Faridabad-121002, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below :



Resolution No.	Resolution
<b>Ordinary Business</b>	
1	To receive, consider and adopt :
a	the Audited Standalone Financial Statements including the Audited Balance Sheet, Statement of Profit & Loss and the Cash Flow Statement of the Company for the year ended on 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.
b	the Audited Consolidated Financial Statements including the Audited Balance Sheet, Statement of Profit & Loss and the Cash Flow Statement of the Company for the year ended on 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2	Appoint a Director in place of Sh. Keshav Chand Jain (DIN: 00007539) who retires by rotation and being eligible, offers himself for re-appointment
3	Ratify the appointment of Statutory Auditors M/s Ram Rattan & Associates, Chartered Accountants, New Delhi (FRN 004472N), of the Company and to fix their remuneration.
<b>Special Business</b>	
4	Appoint Smt. Dhvani Jain (DIN: 06985038), as an Independent Director of the Company for five consecutive years from 20.10.2014 upto 19.10.2019.
5	To authorise the Board of Directors to voluntarily delist the securities of the Company from a recognised stock exchange i.e. Bombay Stock Exchange Limited ('BSE') while continuing to be listed on National Stock Exchange of India Limited ('NSE').

Signed this .....day of .....2015

Affix revenue stamp
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.....  
Signature of the shareholder

.....  
Signature of proxy holder(s)

**Notes:**

- 1. This form, in order to be effective, should be duly stamped, signed and deposited at the registered office of the company, not less than 48hrs before the commencement of the meeting.***

**FORM NO. MGT- 12**  
**POLLING PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

**BLB LIMITED**

CIN: L67120HR1981PLC051078

Registered Office: Plot No. 1328, Sector-28, Near HUDA Market, Faridabad – 121002, Haryana

E-mail ID: infobl@blblimited.com, Website: www.blblimited.com

**BALLOT PAPER – 34<sup>TH</sup> ANNUAL GENERAL MEETING TO BE HELD ON 16<sup>TH</sup> SEPTEMBER, 2015**

S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *DP ID & Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Shares	Equity Share of Re. 1/- each

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

S. No.	Item	No. of Shares held by me	I assent to the resolution(For)	I dissent to the resolution (Against)
<b>ORDINARY BUSINESS</b>				
1.	To receive, consider and adopt :			
a.	the Audited Standalone Financial Statements including the Audited Balance Sheet, Statement of Profit & Loss and the Cash Flow Statement of the Company for the year ended on 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon. <i>(Ordinary Resolution)</i>			
b.	the Audited Consolidated Financial Statements including the Audited Balance Sheet, Statement of Profit & Loss and the Cash Flow Statement of the Company for the year ended on 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon. <i>(Ordinary Resolution)</i>			
2.	Appoint a Director in place of Sh. Keshav Chand Jain (DIN: 00007539) who retires by rotation and being eligible, offers himself for re-appointment. <i>(Ordinary Resolution)</i>			
3	Ratify the appointment of Statutory Auditors M/s Ram Rattan & Associates, Chartered Accountants, New Delhi (FRN 004472N), of the Company and to fix their remuneration. <i>(Ordinary Resolution)</i>			

S. No.	Item	No. of Shares held by me	I assent to the resolution(For)	I dissent to the resolution (Against)
<b>SPECIAL BUSINESS</b>				
4.	Appoint Smt. Dhvani Jain (DIN: 06985038), as an Independent Director of the Company for five consecutive years from 20.10.2014 upto 19.10.2019. <i>(Ordinary Resolution)</i>			
5.	To authorise the Board of Directors to voluntarily delist the securities of the Company from a recognised stock exchange i.e. Bombay Stock Exchange Limited ('BSE') while continuing to be listed on National Stock Exchange of India Limited ('NSE'). <i>(Special Resolution)</i>			

**Place :**

**Date :**

**(Signature of the Shareholder / Proxy)**

**Notes:**

- Signature of Shareholder should be as per specimen registered / recorded with the Company / RTA / Depository.
- Shareholders may exercise their vote by placing a tick (✓) mark in the appropriate column.
- Shareholders who have already exercised their voting right through e-voting platform are not eligible to vote through this Polling (Ballot) Paper.
- In case votes are cast by shareholder at the time of appointing Proxy, the same shall supersede the votes cast by their proxy attending the AGM.
- The Scrutinizer's decision on the validity or otherwise of this Polling (Ballot) Paper shall be final.
- Voting Rights of Shareholders shall be reckoned on the paid up value of shares registered in the name of the members of the company as on Cut-off Date/ Record Date i.e 9th September, 2015.

