

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 35TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON TUESDAY, THE 27TH DAY OF SEPTEMBER, 2016 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, 2016:
 - 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, 2016 including the Audited Balance Sheet as at March 31, 2016, 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, 2016 including the Audited Balance Sheet as at March 31, 2016, 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. Brij Rattan Bagri (DIN: 00007441) 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. Brij Rattan Bagri (DIN: 00007441), 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 members approval at the 33rd AGM held on 24th September, 2014, the appointment of M/s Ram Rattan & Associates, Chartered Accountants, New Delhi (FRN 004472N), the Statutory Auditors of the Company who being eligible have offered themselves for ratification of their appointment, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of the Thirty Sixth (36th) 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 **Special Resolution**:

"RESOLVED THAT pursuant to Section 197, 203 read with rules made thereunder and Schedule V and other applicable provision, if any, of the Companies Act, 2013 and any amendment or re-enactment thereof for the time being and subject to such other approvals as may be necessary and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Sh. Vikram Rathi, as an Executive Director of the Company for a term of three (3) years with effect from 30th January, 2017 to 29th January, 2020.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to fix and pay the remuneration to Sh. Vikram Rathi for a term of three (3) years with effect from 30th January, 2017 within the overall limit of Rs. 30 lacs per annum (gross) including changing his designation or in the event of loss or inadequacy of profits in any year during his tenure the aforesaid remuneration and perquisites shall be minimum remuneration subject to the compliance of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in addition to the aforesaid remuneration, Sh. Vikram Rathi shall be entitled to Contribution to provident fund, Reimbursement of medical expenses and Leave and Travel Concession including encashment of

leave as per the Company's Policy and the same shall not be part of overall limit of Rs. 30 lacs per annum (gross) or such minimum remuneration subject to the compliance of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such further acts, deeds, things and execute all such documents, instruments and writings as may be required to take all such actions as may be required to give effect to the above said resolution".

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:
"RESOLVED THAT pursuant to provisions of Section 179 of the Companies Act, 2013 read with rules made thereunder and other applicable provision, if any, (including any amendment or re-enactment thereof for the time being) and the Memorandum and Articles of Association of the Company and provisions to Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals, consents, permissions and sanctions as may be necessary from any other statutory authority(ies), departments, regulators, the Board of Directors of the Company (which term shall include any committee thereof) be and is hereby authorized to sale its stake/ investment in equity shares of M/s Sri Chaturbhuj Properties Limited and/or M/s Sri Sharadamba Properties Limited, wholly owned subsidiaries of the Company, in one or more tranches and either in part or as a whole, at a price as may be mutually agreed upon between the Board of Directors or the duly authorised directors of Board and the other party or parties, as the case may be in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine, negotiate the price and to do all such further acts, deeds, things and execute all such documents, instruments and writings as may be required to take all such actions as may be required to give effect to the above said resolution."

Registered Office:

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

Place : New Delhi
Date : 12.08.2016

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

(Swati Sharma)

Company Secretary

Membership No. : A34698

Address: 3rd Floor, ECE House, Annexe-II,
28A, Kasturba Gandhi Marg,
New Delhi-110001

NOTES:

1. An Explanatory 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. **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 IS APPENDED WITH THIS NOTICE.**
3. **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.**
4. 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.
5. 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.
6. 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.
7. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slip at the meeting as attached with the Notice of Annual General Meeting.
8. Members are requested to bring their copies of the Annual Report at the Venue of Annual General Meeting.
9. For the security and safety of the members, the shareholders/attendees are requested not to bring any article / baggage, water bottles and tiffin boxes etc. at the venue of the Annual General Meeting.

10. 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 **Friday, the 19th day of August, 2016.**
11. The soft copy of Annual report, Notice of Annual General Meeting, etc. are being sent to the members who have registered their email ids with their depository participant / Company's Registrar and Share 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, Notice of Annual General Meeting etc, may write to the Company at the infobl@blblimited.com and/or at the address mentioned in **Note No. 27 below.**
Members whose email id is not registered with the Company will be sent printed copies of this Annual Report, Notice of Annual General Meeting etc., at their registered address with the company through permitted mode.
Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report, Notice of Annual General Meeting etc. may send their request to the Company at its Corporate Office address as mentioned in **Note No. 27 below** or to the Company's RTA, Abhipra Capital Ltd. A-387, Abhipra Complex, Dilkhush Industrial Area, G.T. Karnal Road, Azadpur, New Delhi-110033 or through e-mail at infobl@blblimited.com.
12. The Annual Report together with the Notice of the Annual General Meeting is also being hosted at the website of the Company www.blblimited.com.
13. 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 or Sh. Vikram Rathi, Executive Director at csblb@blblimited.com at least 10 days in advance of the meeting so that the information called for can be made available at the meeting.
14. The Register of Members and the Share Transfer Books of the Company shall remain closed from **Tuesday, 20th September, 2016 to Tuesday, 27th September, 2016 (both days inclusive)** in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
15. Information regarding particulars of the Directors to be appointed and the directors seeking re-appointment requiring disclosure in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable Secretarial Standards as prescribed by the Institute of Company Secretaries of India and the explanatory statement pursuant to Section 102 of the Companies Act, 2013, are annexed hereto as required for the item set in resolution No.4 and 5. The directorships held by the directors considered for the purpose of disclosure does include the directorships held in all companies except foreign companies. The committee chairmanships / memberships considered for the purposes of disclosure are those prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee / Investors' Grievance Committee of Indian public limited companies.
16. Members holding shares in physical form are requested to notify any change in their address, Bank Account details and email IDs etc. to the Company / RTA and members, whose shareholding is in electronic format are requested to direct change of their address, e-mail ID and updation of bank account details to their respective depository participants.
17. 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. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their Depository Participants and Members holding shares in physical form can submit their PAN details to the Company at address given at **Note No. 27 below.**
18. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company shall be transferring the unpaid or unclaimed dividend for the financial year 2008-2009 on its due date to the Investor Education and Protection Fund (IEPF) established by the Central Government.
19. 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 amounts from the IEPF or the Company.
20. 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.
21. The voting rights of Members for remote e-voting or 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 i.e. **Tuesday, 20th September, 2016.**

22. The details for remote e-voting for Members - along with the detailed instructions of e-voting are provided in the notes itself, being sent along with the Notice of Annual General Meeting.
23. Subject to receipt of requisite number of votes, the resolution(s) at item no. 1 to 5 in Notice of AGM shall be deemed to be passed at the 35th Annual General Meeting of the Company scheduled to be held on **Tuesday, 27th September, 2016**. The Results declared alongwith the Scrutinizer's Report shall be placed on the Notice Board of the company at its Registered Office and its Corporate Office, Company's website (www.blblimited.com), on the website of NSDL (www.nsdl.com) immediately after the result is declared by the Chairman and communicated to Stock Exchanges.
24. Company will be disclosing to the Stock Exchanges, as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of results of voting on each of the resolutions passed in this Notice.
25. The shareholders are requested to communicate all their correspondence to:
**The Compliance Officer,
BLB Limited
3rd Floor, ECE House, Annexe-II,
28A, Kasturba Gandhi Marg,
New Delhi-110001
Ph. No.: +91-11-49325600
Fax No.: +91-11-49325637**
26. 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.
27. The Attendance sheet, Proxy Form along with Ballot Paper is annexed with the Notice and also available on website of Company at www.blblimited.com.
28. The Register of Directors and Key managerial Personnel 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 during business hours 10:00 A.M. to 06:00 P.M. (except Sunday, National Holidays and Gazetted Holidays) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.
29. Voting through Electronic means:
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on **Saturday, 24th September, 2016 (9:00 am IST)** and ends on **Monday, 26th September, 2016 (5:00 pm IST)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Tuesday, 20th September, 2016**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
 - (i) Open email and open PDF file viz; "BLB Limited e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "BLB LIMITED".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail rupesh@cacsindia.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

- (i) Initial password is provided separately along with the notice of the AGM:

EVEN (Remote e-voting Event Number)

USER ID

PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Tuesday, 20th September, 2016**.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. **Tuesday, 20th September, 2016**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or csblb@blblimited.com

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Rupesh Agarwal, Practicing Company Secretary, (Membership No. ACS 16302) failing him Mr. Lakhan Gupta, Practicing Company Secretary, (Membership No. ACS 36583) both Partner(s) of M/s. Chandrasekaran Associates, Company Secretaries have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the notice board & website of the Company www.blblimited.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

30. Details of Directors Seeking Appointment/Re-Appointment at the Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 And Applicable Secretarial Standards)

PARTICULARS	SH. BRIJ RATTAN BAGRI
Date of Birth and Age	12.12.1950, 65 years
Date of Appointment	04.12.1981
Qualifications	B. Sc Graduate and MBA
Expertise in specific functional areas	Expertise in various facets of business such as conceiving business ideas, planning, management, administration, etc
Experience (in years)	43 years
Chairmanships/Directorships of other Companies (excluding foreign companies and Section 8 companies)	Chairman and Director: M/s BLB Commodities Limited; M/s Sri Chaturbhuj Properties Limited; M/s Caprise Commodities Limited Director : M/s BLB Global Business Limited.
Chairmanships/Memberships of Committees of other Public Companies i. Audit Committee ii. Stakeholders' Relationship Committee iii. Nomination & Remuneration Committee iv. Other Committees	– – M/s BLB Commodities Limited. –
Number of shares held in the Company	32309490 Equity Shares of Re.1/- each
Last drawn Remuneration	Nil
Terms and Conditions of Appointment	Being liable to retire by rotation and being eligible offers himself for re-appointment.
Relationship with other Directors, Manager and other Directors, Key Managerial Personnel	He is not related to any director, manager and other key managerial personnel of the company
Number of board meeting attended during the year	6 out of 6 board meetings held during the year

Registered Office:
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Place : New Delhi
Date : 12.08.2016

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

(Swati Sharma)
Company Secretary
Membership No. : A34698
Address: 3rd 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 members of the Company in their 32nd Annual General Meeting held on 5th August, 2013, appointed Sh. Vikram Rathi as an Executive Director of the Company with effect from 30th January, 2014 for a period of 3 years upto 29th January, 2017.

Considering the contribution of Sh. Vikram Rathi toward overall achievement of organizational goal the Board of Directors recommends to re-appoint Sh. Vikram Rathi as an Executive Director of the Company for a further period of 3 years with effect from 30th January, 2017 with an overall limit of remuneration of Rs. 30 lacs per annum which is in line with the recommendation of Nomination and Remuneration Committee.

As per the provisions of Section 196, 197, 203 read with rules made thereunder and Schedule V of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment and payment of remuneration to the Executive Director requires member's approval in General Meeting.

Sh. Vikram Rathi, aged 50 years, is the Executive Director of the Company since 31.01.2001 and has been Director since 28.01.1994. He holds 45,600 equity shares of the Company. He is B.Com (Hons.) Graduate and fellow member of The Institute of Chartered Accountants of India. He has a rich experience of 28 years in Capital Market. He is contributing and advising on the corporate, legal, financial affairs business development, strategic planning, etc. of the Company and plays vital role in the present strength and existence of the Company. During the financial year 2015-16, Sh. Vikram Rathi had attended five (5) Board meeting of the Company out of six (6) meetings held.

He also holds directorship in M/s BLB Commodities Limited, M/s BLB Global Business Limited, M/s Sri Chaturbhuj Properties Limited and M/s Sri Sharadamba Properties Limited. Besides he is Chairman of Audit Committee in M/s BLB Commodities Limited

The information as required under Schedule V of the Companies Act, 2013 is as under:-

I. GENERAL INFORMATION:

- (1) **Nature of Industry** : Stock Broking and allied Services
- (2) **Date of commencement of commercial Operation** : 04.12.1981
- (3) **In case of new companies, expected date of commencement of activities as per Project approved by financial institutions Appearing in the prospectus** : Not Applicable

(4) Financial Performance:

(Rs. In lacs)

S.No.	Particulars	2015-16	2014-15
1.	Total Income	6167.95	30070.66
2.	Total Expenditure	6092.43	30042.29
3.	Profit before Tax	75.51	28.36
4.	Profit after Tax	76.45	74.72

- (5) **Foreign investments or collaborators, If any** : None

II. INFORMATION ABOUT THE APPOINTEE:

- (1) **Background Details:** Sh. Vikram Rathi, aged 50 years, is a Fellow member of Institute of Chartered Accountants of India and has a total work experience of 28 years.

(2) Past remuneration:

Name	Designation	Salary(Rs.)	Perquisites (Rs.)	Incentives(Rs.)	Total(Rs.)
Sh. Vikram Rathi	Executive Director	16,39,808	36,600	0	16,76,408

Note: The aforesaid remuneration excludes Rs.2,36,775/- incurred for leave and travel allowance availed by Sh. Vikram Rathi.

- (3) **Job profile and his suitability, recognition or awards:** Sh. Vikram Rathi is a Chartered Accountant by qualification and is contributing and advising on the corporate, legal, financial and strategic planning affairs of the Company. He plays a vital role in the management and administration of the affairs of the Company.
- (4) **Remuneration Proposed:** As set out in the special resolution (item no. 4) of the Notice dated 12.08.2016 for convening the 35th Annual General Meeting of the Company.
The re-appointment and remuneration to Executive Director has been approved by the Nomination and Remuneration Committee.
- (5) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):** Taking into consideration the size of the Company, the profile of Sh. Vikram Rathi and the responsibilities shouldered by him, the aforesaid remuneration package commensurates with the remuneration package paid to candidates in similar managerial position in other Companies in the industry.

- (6) **Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any:** Besides, the remuneration proposed, Sh. Vikram Rathi does not have any other pecuniary relationship direct or indirect with the Company or with any other Managerial Personnel.

III. OTHER INFORMATION:

(1) **Reasons of loss or inadequate profit:**

For the past several years (including previous financial year) the Company has been earnings profits except 4-5 years in between. The loss or inadequate profit(s) were basically on account of reduced margins in the capital market vertical in which company operates.

(2) **Steps taken or proposed to be taken for improvement:**

The Company is optimistic to perform better in forthcoming Financial Years. The Company has taken appropriate steps to maintain and improve the profitability in future.

(3) **Expected increase in productivity and profit in measurable terms:**

The Company shall take all the reasonable steps and measures to maintain and improve the profitability, however, the same cannot be predicted.

IV. DISCLOSURE:

(1) The disclosure on remuneration package payable to the Executive Director is contained in the Notice dated 12.08.2016 for convening the 35th Annual General Meeting of the Company.

(2) All the relevant information pertaining to the Executive Director and other Directors required to be disclosed in the Directors' Report under the heading "Corporate Governance" is attached to the Annual Report.

The Board of Directors recommends re-appointing Sh. Vikram Rathi as an Executive Director for a period of 3 years at a total remuneration as mentioned in the resolution and recommends the same for your approval as a Special Resolution.

None of the Directors except Sh. Vikram Rathi is concerned or interested in the said resolution.

The Explanatory Statement together with the accompanying Resolution may also be regarded as an abstract and memorandum of interest for the terms of re-appointment and remuneration of Sh. Vikram Rathi, as an Executive Director of the Company under Section 190 of the Companies Act, 2013.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 AND APPLICABLE SECRETARIAL STANDARDS)

PARTICULARS	SH. VIKRAM RATHI
Date of Birth and Age	13.01.1966, 50 years
Date of Appointment	28.01.1994
Qualifications	B.Com (H) and Fellow member of The Institute of Chartered Accountants of India
Expertise in specific functional areas	Expertise in the field of Capital Market and advises on Corporate, Legal, Financial affairs, business development, strategic planning, etc. of the Company.
Experience (in years)	28 years
Chairmanships/Directorships of other Companies (excluding foreign companies and Section 8 companies)	Director : M/s BLB Commodities Limited; M/s BLB Global Business Limited; M/s Sri Chaturbhuj Properties Limited; M/s Sri Sharadamba Properties Limited
Chairmanships/Memberships of Committees of other Public Companies	
i. Audit Committee	M/s BLB Commodities Limited
ii. Stakeholders' Relationship Committee	—
iii. Nomination & Remuneration Committee	—
iv. Other Committees	—

Number of shares held in the Company	45600 Equity Shares of Re. 1/- each
Last drawn Remuneration	Rs. 19,13,183/- (including Rs. 2,36,775/- incurred for leave and travel allowance)
Terms and Conditions of Appointment	As set out in the resolution.
Relationship with other Directors, Manager and other Key Managerial Personnel	He is not related to any director, manager and other key managerial personnel of the personnel of the company
Number of board meeting attended during the year	5 out of 6 board meeting held during the year

The Board of Directors recommends the resolution at item no. 4 as special resolution for your approval.

ITEM NO.5

The Company has five Wholly Owned Subsidiary Companies namely-

- M/s BLB Commodities Limited;
- M/s BLB Global Business Limited;
- M/s Sri Sharadamba Properties Limited;
- M/s Sri Chaturbhuj Properties Limited and
- M/s Caprise Commodities Limited.

In order to improve the liquidity and growth of other business verticals, the Board is proposing to divest its equity holding either in full or part in M/s Sri Chaturbhuj Properties Limited and M/s Sri Sharadamba Properties Limited in the best interest of the Company. The brief of both the Companies is as under:

- M/s Sri Chaturbhuj Properties Limited is an unlisted public company incorporated on 1st June, 2007. The Company is engaged in real estate business.
- M/s Sri Sharadamba Properties Limited is an unlisted public company incorporated on 7th December, 2010. The Company is engaged in real estate business.

Further, the Board of Directors of the Company has in-principle approved in its meeting held on 12.08.2016, subject to approval of members and other requisite approvals, to sell its stake, either in whole or in part, in M/s Sri Chaturbhuj Properties Limited or/and M/s Sri Sharadamba Properties Limited, Wholly Owned Subsidiaries, on a future date at a price and other terms and conditions as may be mutually agreed upon between the Company and the prospective buyer(s), in order to achieve the objective of improving the liquidity position of the Company and/or subsidiaries so as to provide the impetus to future growth.

Though selling of stake, in part or as a whole, in M/s Sri Chaturbhuj Properties Limited and/or M/s Sri Sharadamba Properties Limited does not amount to sale, lease or otherwise disposal of the Undertaking of the Company in terms of the Companies Act, 2013. However, as a good governance the approval of members is being sought. None of the Directors or Key managerial personnel of the Company are in any way interested in the proposed resolution.

The Board of Directors recommends the resolution at item no. 5 as special resolution for your approval.

Registered Office:

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

Place : New Delhi
Date : 12.08.2016

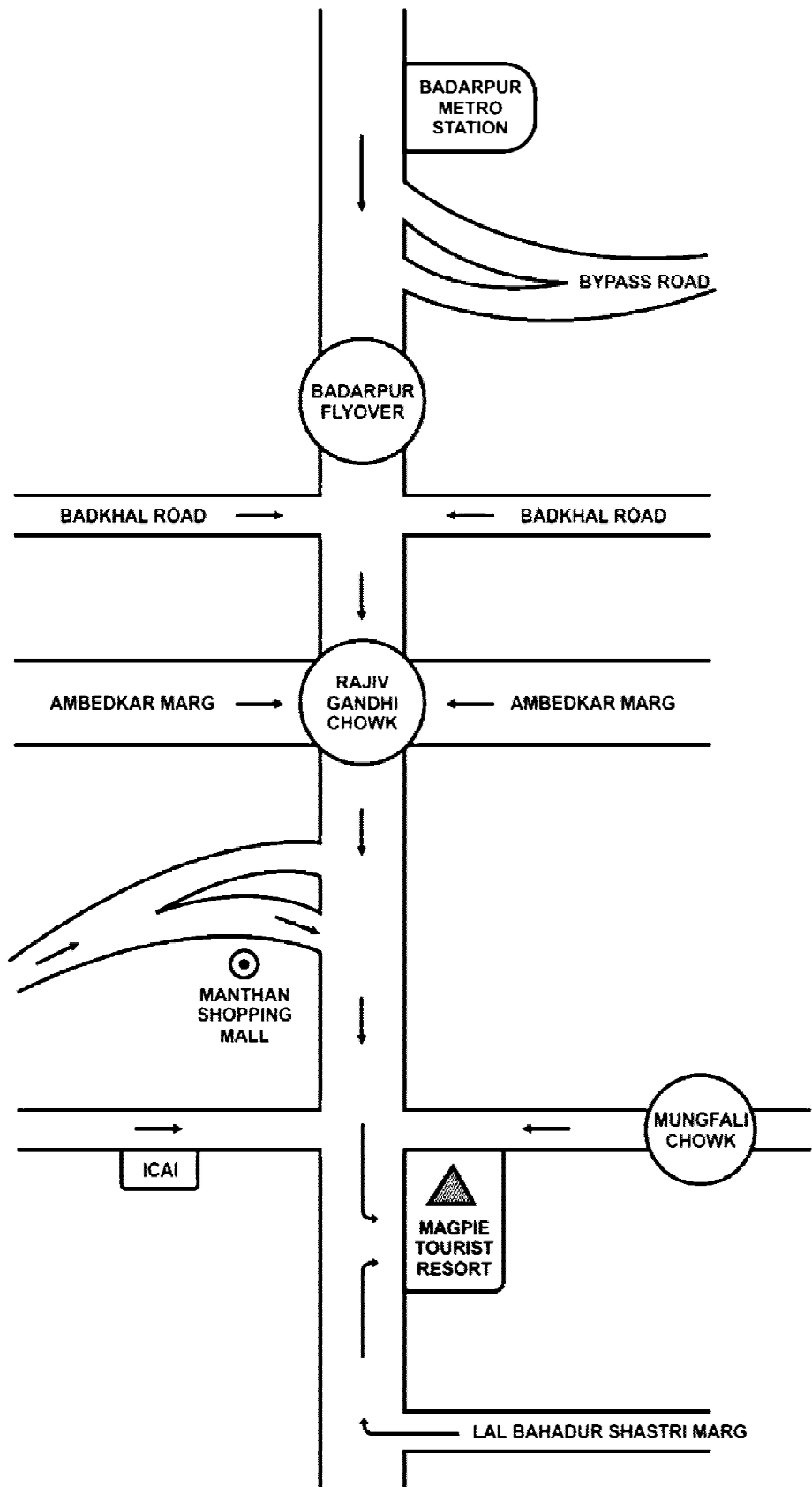
**By Order of the Board of Directors of
BLB LIMITED**

(Swati Sharma)

Company Secretary

Membership No. : A34698

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





BLB LIMITED

CIN: L67120HR1981PLC051078

Plot No. 1328, Sector-28, Near HUDA Markets, Faridabad-121002, Haryana
Email Id: infobl@blblimited.com, Website: www.blblimited.com

ATTENDANCE SLIP

Member(s) or his/ her/ their proxy(ies) are requested to present this form for admission, duly signed in accordance with his/her/their specimen signature(s) registered with the Company.

DP ID*	
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Master Folio No.	
------------------	--

Client ID*	
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No. of Shares	
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NAME AND ADDRESS OF THE MEMBER _____

I hereby record my presence at the 35th Annual General Meeting of the BLB Limited held on Tuesday, September 27, 2016 at 11:15 AM at Magpie Tourist Resort, (A unit of Haryana Tourism Corporation Ltd.), Sector 16A, Mathura Road, Faridabad-121001, Haryana, or any adjournment thereof.

Please tick in the box

Members

Proxy

Name of the Proxy in BLOCK Letters
(if applicable)

Member's Signature

Proxy's Signature

**Applicable for members holding shares in electronic form.*





PROXY FORM MGT 11

(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 Market, Faridabad-121002, Haryana

E-mail Id : infobl@blblimited.com

Website : www.blblimited.com

Name of the member (s): _____

Registered address : _____

E-mail Id : _____

Master Folio No. : _____

* DP ID : _____

* Client ID : _____

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

1. Name : E-mail Id :

Address :

Signature :

2. Name : E-mail Id :

Address :

Signature :

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 35th Annual General Meeting of the Company, to be held on Tuesday, the 27th day of September, 2016 At 11:15 A.M. at Magpie Tourist Resort, (A unit of Haryana Tourism Corporation Ltd.), Sector 16A, Mathura Road, Faridabad-121002, Haryana or any adjournment thereof in respect of such resolutions as are indicated below :



Resolution No.	Resolution	No. of Shares	Assent	Dissent
ORDINARY BUSINESS (Ordinary Resolution)				
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, 2016 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, 2016 together with the Reports of the Board of Directors and Auditors thereon.			
2.	Appoint a Director in place of Sh. Brij Rattan Bagri (DIN: 00007441) 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.			
SPECIAL BUSINESS (Special Resolution)				
4.	Re-appoint Sh. Vikram Rathi (DIN: 00007325), Executive Director of the Company for three years with effect from 30.01.2017.			
5.	Authorisation to sale the Company's stake/ investment in equity shares of M/s Sri Chaturbhuj Properties Limited and/or M/s Sri Sharadamba Properties Limited, Wholly Owned Subsidiaries of the Company.			

Signed this _____ day of _____ 2016

Affix revenue stamp

Signature of the shareholder

Signature of proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Shareholders may give their assent or dissent against each resolution.

* Applicable for members holding shares in electronic form.