

**Scrutinizer's Report on remote e-voting and ballot/poll voting
at the Annual General Meeting**

To,
The Chairman
34th Annual General Meeting of the Equity Shareholders
BLB Limited
Date of Meeting: September 16, 2015
Time of Meeting: At 11:15 a.m.
Venue of the Meeting: Magpie Tourist Resort, (A Unit of Haryana Tourism
Corporation Ltd.), Sector 16A, Mathura Road, Faridabad-121002, Haryana

Dear Sir,

I, Rupesh Agarwal, Partner of M/s Chandrasekaran Associates, having its office at 11F, Pocket IV, Mayur Vihar Phase-I, New Delhi-110091, was appointed as Scrutinizer of M/s. BLB Limited ("**Company**") for remote e-voting ("**e-Voting**") and Ballot / Poll Voting at the 34th Annual General Meeting ("**AGM**") held on **September 16, 2015** in respect of the below mentioned resolutions considered at AGM of the Equity Shareholders of the Company.

The Notice dated August 10, 2015 convening the AGM along with the explanatory statement setting out material facts under Section 102 of the Companies Act 2013 ("**Act**") was sent to the shareholders in respect of the below mentioned resolutions considered at AGM of the Equity Shareholders of the Company.

The Company has availed the remote e-voting facilities offered by CDSL (Central Depository Services Limited) to the shareholders of the Company.

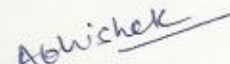
The remote e-voting period remain opened from Sunday, September 13, 2015 (9:00 A.M.) and concluded on Tuesday, September 15, 2015 (5:00 P.M.)

The shareholders holding shares as on Wednesday, September 9, 2015 (Cut-off date) were entitled to vote on the proposed resolutions as set out in the Notice of the AGM of the Company.

The votes were unblocked on Thursday, the September 16 2015 around 1:10 p.m. in the presence of two witnesses, Mr. Shashikant Tiwari, R/o, C-242A Pandav Nagar, Delhi-110091 and Mr. Abhishek Thakur, R/o. C-13, Indirapuri Loni, Ghaziabad - 201102 (U.P.), who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Shashikant Tiwari



Name: Abhishek Thakur

Further, the Chairman announced poll at the AGM for the Shareholders who have attended the meeting and have not cast their vote through e-voting.



After the time fixed for closing of the poll by the Chairman i.e. between 11:30 a.m. to 11:45 a.m., ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/s. Abhipra Capital Limited, Registrar and Transfer Agent of the Company and the authorization/proxies lodged with the Company. The votes which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

1. The result of the Remote e-voting as well as physical ballot is as under:

Resolution-1 (Ordinary Resolution)

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2015

a) **"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) **"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."

a) Voted in favour of the Resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	14	35593759	35593759	14	35593759	100.00
Physical Ballot	38	13947406	10779206	30	10779102	99.99
Total	52	49541165	46372965	44	46372861	99.99



Handwritten mark

b) Votes against the Resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	14	35593759	35593759	0	0	0.00
Physical Ballot	38	13947406	10779206	5	104	0.00
Total	52	49541165	46372965	5	104	0.000

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	3	3168200
Total	3	3168200

Resolution-2 (Ordinary Resolution)

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.

"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."

a) Voted in favour of the Resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	14	35593759	35593759	14	35593759	100.00
Physical Ballot	38	13947406	10779206	30	10779102	99.99
Total	52	49541165	46372965	44	46372861	99.99



b) Votes against the Resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	14	35593759	35593759	0	0	0.00
Physical Ballot	38	13947406	10779206	5	104	0.00
Total	52	49541165	46372965	5	104	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	3	3168200
Total	3	3168200

Resolution-3 (Ordinary Resolution)

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).

"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 33rd AGM held on 24th 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 (35th) 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."



Handwritten mark

a) Voted in favour of the Resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	14	35593759	35593759	14	35593759	100.00
Physical Ballot	38	13947406	10779206	30	10779102	99.99
Total	52	49541165	46372965	44	46372861	99.99

b) Votes against the Resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	14	35593759	35593759	0	0	0.00
Physical Ballot	38	13947406	10779206	5	104	0.00
Total	52	49541165	46372965	5	104	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	3	3168200
Total	3	3168200

Resolution-4 (Ordinary Resolution)

To appoint Smt. Dhvani Jain (DIN: 06985038) as an Independent Director of the Company.

"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 20th 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 20th October, 2014 to 19th October, 2019.”

a) Voted in favour of the Resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	14	35593759	35593759	14	35593759	100.00
Physical Ballot	38	13947406	10779206	30	10779102	99.99
Total	52	49541165	46372965	44	46372861	99.99

b) Votes against the Resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	14	35593759	35593759	0	0	0.00
Physical Ballot	38	13947406	10779206	5	104	0.00
Total	52	49541165	46372965	5	104	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	3	3168200
Total	3	3168200

Resolution 5 – (Special Resolution)

To authorize Board of Directors for Voluntary Delisting of Securities from BSE Limited.

“**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

Handwritten mark



Company be and is hereby authorized to seek voluntarily delisting of its securities from BSE Limited ("BSE").

a) Voted in favour of the Resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	14	35593759	35593759	14	35593759	100.00
Physical Ballot	38	13947406	10779206	30	10779102	99.99
Total	52	49541165	46372965	44	46372861	99.99

b) Votes against the Resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	14	35593759	35593759	0	0	0.00
Physical Ballot	38	13947406	10779206	5	104	0.00
Total	52	49541165	46372965	5	104	0.00

c) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	3	3168200
Total	3	3168200

2. The Registers, all other papers and relevant records relating to electronic voting and physical ballot have been handed over to the Company Secretary of the Company.

Thanking you,
Yours faithfully,

Rupesh Agarwal

Rupesh Agarwal
Partner,
Chandrasekaran Associates
Practicing Company Secretaries
Place: Delhi
Date: 16.09.2015



12