

**Scrutinizer's Report on remote e-voting and voting by ballot at the 38<sup>th</sup> Annual General Meeting**

The Chairman  
38<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
BLB Limited

Date of Meeting: August 01, 2019

Day of Meeting: Thursday

Time of Meeting: At 11:00 A.M.

Venue of the Meeting: Magpie Tourist Resort (A unit of Haryana Tourism of Corporation Ltd.), Sector 16A, Mathura Road, Faridabad-121002

Dear Sir,

I, Shashikant Tiwari, Partner of M/s. Chandrasekaran Associates, Company Secretaries 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 and voting by ballot at the 38<sup>th</sup> Annual General Meeting ("the Meeting") in respect of the below mentioned resolutions considered at the Meeting of the Equity shareholders of the Company as per notice dated July 02, 2019.

The Notice dated July 02, 2019 convening the Meeting was sent to the shareholders on July 06, 2019 in respect of the proposed resolutions considered at the Meeting of the Equity Shareholders of the Company held on August 01, 2019.

The Company has availed the remote e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting e-voting by the shareholders of the Company.

The remote e-voting period remained open from Monday, July 29, 2019 (9:00 am) and concluded on Wednesday, July 31, 2019 (5:00 pm).

Further, the Chairman announced the poll at the Meeting for the Shareholders who attended the meeting but have not cast their vote earlier through remote e-voting.

The shareholders holding shares as at the close of business hours on Tuesday, July 26, 2019 (Cut-off date) were entitled to vote on the proposed resolutions as set out in the Notice of the Meeting of the Company, and their shareholding as on that date has been reckoned with for the purpose of arriving at the result of the remote e-voting and ballot at the Meeting.

After the time fixed for voting through poll at the Meeting venue, i.e. between 11:20 A.M. to 11:50 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 M/s Abhipra Capital Limited, Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

Subsequently, the e-voting module was unblocked on Thursday, 01<sup>st</sup> August, 2019 around 12:53 P.M. in the presence of two witnesses Mr. Rahul Tanwar R/o WZ-548 B ½ Naraina Village, New Delhi 110028 and Ms. Sakshi Puri, R/o F5 Street No 15, New Govindpura, Chander Nagar Delhi-110051 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Mr. Rahul Tanwar

  
Ms. Sakshi Puri

Our register is based on Register of Voting, i.e. votes cast through remote e-voting and voting through poll at the Meeting.

The votes cast through remote e-voting and poll papers which were incomplete and/ or otherwise found defective, have been treated as invalid.

The Management of the Company is responsible to ensure compliance with requirements of the Act and rules made there-under relating to remote e-voting and poll on the resolutions contained in the Notice of the Meeting.

My responsibility as scrutinizer for remote e-voting and poll is restricted to making a scrutinizer report of the votes cast in favour or against the resolution.

Based on the data downloaded from official website of NSDL for the remote e-voting process and further based on the votes cast through poll at the Meeting, we now submit our consolidated report (remote e-voting and poll) as under:

1. The result of the voting as per aforesaid Register is as under:



**Item No. 1: To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 (Ordinary Resolution):**

**"RESOLVED THAT** audited Financial Statements of the Company for the financial year ended March 31, 2019 including Balance sheet as on March 31, 2019, Statements of Profit and Loss for the year ended and Cash Flow Statements for the year ended on that date along with Independent Auditors' Report thereon and Directors' Report of the Company be and are hereby received, considered, approved and adopted."

	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	13	4,59,71,543	33	35,018	46	4,60,06,561
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	<b>13</b>	<b>4,59,71,543</b>	33	35,018	46	4,60,06,561

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes cast by them	Number of members voted	Votes cast by them	Number of members voted	Votes cast by them	
Favour	12	<b>4,59,71,541</b>	29	34,804	41	460,06,345	100.00
Against	1	2	4	214	5	216	0.00
Total	<b>13</b>	<b>4,59,71,543</b>	<b>33</b>	35,018	<b>46</b>	4,60,06,561	100.00



**Item No. 2: To appoint a Director in place of Sh. Vikram Rathi (DIN: 00007325) who retires by rotation and being eligible, offers himself for re-appointment (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. Vikram Rathi (DIN: 00007325), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as a Director of the Company liable to retire by rotation."

	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
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**Item No. 3: To appoint Sh. Keshav Chand Jain (DIN: 00007539) as Director of The Company (Special Resolution).**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and 160 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company and as recommended by Nomination and Remuneration Committee, Board of Directors and in respect of whom the Company has received from a member a notice in writing pursuant to the requirements of Section 160 of the Act proposing his candidature for appointment as a Director, consent of the members of the Company be and is hereby accorded for appointment of Sh. Keshav Chand Jain (DIN: 00007539) as Non-Executive Director liable to retire by rotation notwithstanding that Sh. Keshav Chand Jain attained the age of 75 years on 10th April, 2019.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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*Handwritten signature*

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**Item No. 4: To appoint Sh. Anshul Mehra (DIN: 00014049) as Whole Time Director of the company (Special Resolution):**

**“RESOLVED THAT** pursuant to Section 196, 197 and 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, approval of the members of the Company be and is hereby accorded for the appointment of Sh. Anshul Mehra (DIN: 00014049) as a Whole Time Director, designated as an Executive Director of the Company for a term of three (3) years with effect from 01st August, 2019 to 31st July, 2022 and he shall not be liable to retire by rotation.

**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. Anshul Mehra for a term of three (3) years with effect from 01st August, 2019 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. Anshul Mehra shall be entitled to Contribution to provident fund 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.”



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2. The Chairman may accordingly declare the result of votes casted by voting process at the meeting.



3. The ballot papers and all other documents and relevant records shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary

Thanking you,  
Yours faithfully,

**Chandrasekaran Associates**  
Company Secretaries



**Shashikant Tiwari**  
Partner  
Membership No.: A28994  
CP No.: 13050

Place: *Delhi*  
Date: *01/08/2019*

Counter-signed by Chairman