

BLB LIMITED**CIN: L67120DL1981PLC354823**Regd. Office: H. No. 4760-61/23, 3rd Floor,
Ansari Road, Daryaganj, New Delhi - 110002

Email ID : infobl@blblimited.com, Website : www.blblimited.com

Tel .: 011-49325600

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON MONDAY, THE 28TH DAY OF SEPTEMBER 2020 AT 12:00 NOON THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS (“VC/OAVM”) FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolutions**:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 including the Auditors Report thereon and Directors' Report.

“RESOLVED THAT audited Financial Statements of the Company for the financial year ended March 31, 2020 including Balance sheet as on March 31, 2020, 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.”

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.

“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.”

SPECIAL BUSINESSES

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

Re-appointment of Mrs. Dhvani Jain (DIN: 06985038) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV of the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Dhvani Jain (DIN: 06985038), who was re-appointed as an Independent director by board of directors for a further period of five (5) consecutive years w.e.f. October 20, 2019 and is currently serving as an Independent Director of the Company and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and SEBI LODR Regulations and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and who is eligible for re-appointment for a second term under the provisions of the Act and the rules made thereunder and SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Act proposing her candidature for the office of the Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for another term of five years effective from October 20, 2019 till October 19, 2024.”

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

Appointment of Sh. Deepak Sethi (DIN: 01140741) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, read with Schedule IV of the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Act proposing his candidature for the office of the Independent Director of the Company and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and SEBI LODR Regulations and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and who is eligible for appointment, Sh. Deepak Sethi (DIN: 01140741) 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 from September 28, 2020 till September 27, 2025.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize and issue the letter of appointment to the concerned director and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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

Appointment of Sh. Gaurav Gupta (DIN: 00531708) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, read with Schedule IV of the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Act proposing his candidature for the office of the Independent Director of the Company and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and SEBI LODR Regulations and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and who is eligible for appointment, Sh. Gaurav Gupta (DIN: 00531708) 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 from September 28, 2020 till September 27, 2025.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize and issue the letter of appointment to the concerned director and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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

**Place: New Delhi
Date: August 24, 2020**

**(VARSHA YADAV)
COMPANY SECRETARY
M. No.: A39192**

IMPORTANT NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of Special businesses set out in notice above is annexed hereto. The Board of Directors of the Company at its meeting held on August 24, 2020 considered that the special businesses under Item No 3, 4 & 5, being considered unavoidable, be transacted at the 39th Annual General Meeting (AGM) of the Company.
2. **General instructions for accessing and participating in the 39th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**
 - a. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 39th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue..
 - b. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 39th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 39th AGM through VC/OAVM Facility and e-Voting during the 39th AGM.
 - c. In compliance with the MCA Circulars and SEBI, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.blblimited.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 - d. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
 - e. National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting, for participation in the 39th AGM through VC/OAVM Facility and e-Voting during the 39th AGM.
 - f. Members may join the 39th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 11:30 a.m. IST i.e. 30 minutes before the time scheduled to start the 39th AGM and the Company may close the window for joining the VC/OAVM Facility after 30 minutes of the commencement of the 39th AGM.
 - g. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of 1,000 and more Members on a on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 39th AGM without any restriction on account of first-come-first-served principle.
 - h. Attendance of the Members participating in the 39th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General

Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 39th AGM and facility for those Members participating in the 39th AGM to cast vote through e-Voting system during the 39th AGM.

3. Instructions for Members for remote e-voting are as under: -

- a. The remote e-voting period begins on September 25, 2020 at 09:00 A.M. (IST) and ends on September 27, 2020 at 05:00 P.M. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2020, 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.
- b. A person who is not a Member as on the cut-off date should treat this Notice of 39th AGM for information purpose only.
- c. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- I. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- II. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
- III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing ID as login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e. Cast your vote electronically.

- IV. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- V. Your password details are given below:
- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - iii. How to retrieve your 'initial password'?
- a) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - b) If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered.
- VI. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password click on:
- i. “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
 - ii. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nSDL.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- VII. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- VIII. Now, you will have to click on “Login” button.
- IX. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- I. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- II. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- III. Select “EVEN” of the Company.
- IV. Now you are ready for e-Voting as the Voting page opens.
- V. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and “Confirm” when prompted.

- VI. Upon confirmation, the message "Vote cast successfully" will be displayed.
- VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- d. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. or contact Mr. Amit Vishal, Senior Manager or Ms Pallavi Mhatre Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: evoting@nsdl.co.in or AmitV@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos. : +91-22-24994360 or +91-99202 64780 or +91-22-24994545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's email address infobl@blblimited.com.

4. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 1. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address info@blblimited.com.
- 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to infobl@blblimited.com.

5. Instructions for members for attending the AGM through VC/OAVM are as under:

- 1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- 2. Members are encouraged to join the Meeting through Laptops for better experience.
- 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at infobl@blblimited.com.
- 6. Shareholders who would like to express their views/have questions may send their questions in

advance mentioning their name demat account number/folio number, email id, mobile number at **infoblb@blblimited.com**. The same will be replied by the company suitably.

7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

6. Instructions for members for e-voting on the day of 39th AGM are as under:-

1. Members may follow the same procedure for e-Voting on the day of the AGM as mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances before or during the AGM connected with the facility for e-Voting on the day of the AGM or otherwise shall be the same person mentioned for Remote e-voting and reproduced hereunder for convenience:
 1. Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone number :+91-22-24994360 or +91-99202 64780
 2. Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in, pallavid@nsdl.co.in or at telephone number +91 22 2499 4545.

7. Other Guidelines for Members:

- a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- b. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of September 21, 2020.
- c. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 39th AGM by email and holds shares as on the cut-off date i.e. September 21, 2020, may obtain the User ID and password by sending a request to the Company's email address infoblb@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?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
- d. 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 or casting vote through e-Voting system during the meeting.
- e. Mr. Rupesh Agarwal, Practicing Company Secretary, (Membership No. ACS 16302), failing him Mr. Shashikant Tiwari (Membership No. ACS 28994) Partner(s) M/s. Chandrasekaran Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
- f. During the 39th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 39th AGM, formally propose to the Members participating through

dividend remained unpaid or unclaimed for seven consecutive years, were transferred during the year 2019, to the IEPF Account, after following the prescribed procedure.

13. Further, Members who have not claimed / encashed their dividends in the last seven consecutive years from 2013 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

Due dates for transfer to IEPF, of the unclaimed/unpaid dividends for the financial year 2012-13 are as under:

Financial year	Interim / Final dividend	Declaration Date	Due Date
2012-13	Final Dividend @10%	05.08.2013	02.09.2020

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company Registrar and Share Transfer Agent.
16. Pursuant to SEBI Notification dated June 8, 2018, on Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 and amendments thereof, Listed Companies and their Registrars and Transfer Agents (RTAs) have been advised to ensure that shares which are lodged for transfer are mandatorily in dematerialized form with effect from April 1, 2019. Accordingly no transfer shall be given effect for shares held in physical mode from the said date.
17. The Shareholders holding shares in physical mode are advised to dematerialize their shares at the earliest to avail the benefits thereof including smooth transfer of shares if they propose to do so in future. In case the shareholders have any queries or need any assistance in this regard, they are requested to contact the Company's Registrar and Transfer Agent – Abhipra Capital Limited at rta@abhipra.com or the Company at info@blblimited.com.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held by them in electronic form and to the Company at info@blblimited.com or the Company's Registrar and Transfer Agent at rta@abhipra.com in case the shares are held by them in physical form.

Physical Holding - Send a request to the Registrar and Transfer Agents of the Company, Abhipra Capital Limited at rta@abhipra.com providing :

- I. Folio No.,
- II. Name of shareholder,
- III. scanned copy of the share certificate (front and back),
- IV. PAN (self-attested scanned copy of PAN card),
- V. Address Proof (self-attested scanned copy of Address proof, preferably Aadhaar card) for registering email address.

Following additional details need to be provided in case of updating Bank Account Details:

- a) Name and Branch of the Bank in which you wish to receive the dividend,
- b) Bank Account type,

- c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions,
- d) 9-digit MICR Code Number,
- e) 11-digit IFSC Code, and
- f) A scanned copy of the cancelled cheque bearing the name of the first shareholder.

Demat Holding - Shareholders holding shares in Demat mode are requested to reach out to their Depository Participant (DP) for updation/registration of the aforementioned details.

- 19. As per SEBI Directive, in case of failure to register the PAN and bank account details as aforesaid, any transaction in the securities of the Company shall be subject to enhanced due diligence by the Company/RTAs as may be prescribed.
- 20. In terms of Section 72 of the Act read with the applicable rules thereto, every holder of shares in the Company may nominate, in the prescribed manner, a person to whom his / her shares in the Company shall vest, in the event of his / her death. Nomination forms in SH-13 format can be obtained from the Registrar & Share Transfer Agent. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
- 21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice and explanatory statement will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to csblb@blblimited.com.
- 22. During the 39th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
- 23. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 39th AGM, forms integral part of the Notice of the 39th AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND FORMING A PART OF THIS NOTICE

ITEM NO. 3

The Board of Directors of the Company in their meeting held on October 1, 2019 had re-appointed Smt. Dhvani Jain (DIN: 06985038) as an Women Independent Director of the Company w.e.f. October 20, 2019 for the second term of 5 consecutive years as per Section 149 of the Companies Act, 2013 and SEBI LODR regulation, subject to the approval of shareholders of the Company in the ensuing AGM.

Smt. Dhvani Jain is about 31 years old and has around 11 years of rich and varied experience in day to day management, Corporate functions, Accounts, Finance, Taxation etc.

Mrs. Dhvani Jain (DIN: 06985038) has registered her name in Independent Director's Databank maintained by the Indian Institute of Corporate Affairs (IICA) and cleared examination to become Independent Director on 29th June, 2020.

Smt. Dhvani Jain (DIN: 06985038) has confirmed her eligibility and given her consent for such re-appointment and gave a declaration of her independence pursuant to Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 and pursuant to the circular relating to the "enforcement of SEBI Order regarding appointment of directors by listed companies" dated June 20, 2018, Smt. Dhvani Jain is not debarred from holding the office of director pursuant to any SEBI order.

Smt. Dhvani Jain holds Directorship in My CA Portal Private Limited and is not related to any Director or Key Managerial Personnel of the Company.

The Board of Directors of the Company are of the opinion that Smt. Dhvani Jain is a person of integrity and possesses relevant experience and expertise and is eligible for the position of Non- executive Independent Director of the Company. The Board considers that her association as Director will be beneficial and in the best interest of the Company.

A copy of the draft confirmation letter of re-appointment of Smt. Dhvani Jain is also available at website of Company www.blblimited.com.

The Board of Directors of your Company considers and is of opinion that her continued association would be of immense benefit to the Company and it is desirable to continue his directorship. She brings valuable judgement in the Board's deliberations and decisions accordingly the Board recommends the resolution set forth in Item No. 3 for the approval of Members by way of Special resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations, Secretarial Standards on General Meetings (SS-2) of ICSI and/or any other applicable laws.

None of Directors/Key Managerial Personnel of the Company or their relatives are in any way interested or concerned, financially or otherwise, in the said resolution except Director herself.

ITEM NO. 4

The Board of Directors, on recommendation of the Nomination & Remuneration Committee, recommended the appointment of Sh. Deepak Sethi (DIN: 01140741) as a Non-Executive Independent Director of the Company under Section 149 of the Companies Act, 2013 and SEBI LODR regulation for a term of 5 consecutive years to hold office from September 28, 2020 up till September 27, 2025 for approval of members in the forthcoming AGM.

A notice has been received under Section 160 of the Companies Act, 2013 from a member proposing Sh. Deepak Sethi as a candidate for the office of Director of the Company.

Sh. Deepak Sethi, aged 42 years is a Commerce Graduate from Delhi University.

He has 20 years of rich and varied experience in different segments of Capital Market, day to day management, Corporate functions, Accounts, Portfolio Management, Travel and Tourism Business etc.

Sh. Deepak Sethi (DIN: 01140741) has registered his name in Independent Director's Databank maintained by the Indian Institute of Corporate Affairs (IICA) and cleared examination to become Independent Director on 17th July, 2020.

Sh. Deepak Sethi does not hold by himself or for any other person on a beneficial basis, shares in the Company. Sh. Deepak Sethi holds Directorship in HRM Builders Private Limited and Network Realty Private Limited and is not related to any Director or Key Managerial Personnel of the Company.

Sh. Deepak Sethi has confirmed his eligibility and given his consent for such appointment and has given a declaration of his independence pursuant to section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) & 25(8) of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 and pursuant to the circular relating to the "enforcement of SEBI Order regarding appointment of Directors by listed companies" dated June 20, 2018, Sh. Deepak Sethi is not debarred from holding the office of Director pursuant to any SEBI order.

The Board of Directors of the Company are of the opinion that Sh. Deepak Sethi is a person of integrity and possesses relevant experience and expertise and is eligible for the position of Non- executive Independent Director of the Company. The Board considers that his association as Director will be beneficial and in the best interest of the Company.

Electronic copy of the draft letter of appointment of Sh. Deepak Sethi, setting out the terms and conditions are available for inspection by members at the registered office of the Company and is also available at website of Company www.blblimited.com.

The Board of Directors of your Company considers and is of opinion that his continued association would be of immense benefit to the Company and it is desirable to continue his directorship. He brings valuable judgement in the Board's deliberations and decisions accordingly the Board recommends the resolution set forth in Item No. 4 for the approval of Members by way of Ordinary resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations, Secretarial Standards on General Meetings (SS-2) of ICSI and/or any other applicable laws.

None of Directors/Key Managerial Personnel of the Company or their relatives are in any way interested or concerned, financially or otherwise, in the said resolution except Director himself.

ITEM NO. 5

The Board of Directors on the recommendation of the Nomination & Remuneration Committee recommended the appointment of Sh. Gaurav Gupta (DIN: 00531708) as a Non- Executive Independent Director of the Company under Section 149 of the Companies Act, 2013 and SEBI LODR Regulation for a term of 5 consecutive years to hold office from September 28, 2020 up till September 27, 2025 for approval of members in the forthcoming AGM.

A notice has been received under Section 160 of the Companies Act, 2013 from a member proposing Sh. Deepak Sethi as a candidate for the office of Director of the company.

Sh. Gaurav Gupta, aged 42 years, is a Commerce Graduate from Delhi University.

He has 18 years of rich and varied experience in Equity Market, Financial activities, day to day management activities, Corporate functions, Strategic Planning, Business Development etc.

Sh. Gaurav Gupta (DIN: 00531708) has registered his name in Independent Director's Databank maintained by the Indian Institute of Corporate Affairs (IICA) and yet to clear examination.

Sh. Gaurav Gupta does not hold by himself or for any other person on a beneficial basis, shares in the company. Sh. Gaurav Gupta holds Directorship in HLG Agencies Private Limited and is not related to any Director or Key Managerial Personnel of the Company.

Sh. Gaurav Gupta has confirmed his eligibility and given his consent for such -appointment and gave a declaration of his independence pursuant to section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) & 25(8) of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 and pursuant to the circular relating to the "enforcement of SEBI Order regarding appointment of directors by listed companies" dated June 20, 2018, Sh. Gaurav Gupta is not debarred from holding the office of director pursuant to any SEBI order.

The Board of Directors of the Company are of the opinion that Sh. Gaurav Gupta is a person of integrity and possesses relevant experience and expertise and is eligible for the position of Non- executive Independent Director of the Company. The Board considers that his association as Director will be beneficial and in the best interest of the Company.

Electronic copy of the draft letter of appointment of Sh. Gaurav Gupta, setting out the terms and conditions are available for inspection by members at the registered office of the Company and is also available at website of Company www.blblimited.com.

The Board of Directors of your Company considers and is of opinion that his continued association would be of immense benefit to the Company and it is desirable to continue his directorship. He brings valuable judgement in the Board's deliberations and decisions accordingly the Board recommends the resolution set forth in Item No. 5 for the approval of Members by way of Ordinary resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations, Secretarial Standards on General Meetings (SS-2) of ICSI and/or any other applicable laws.

None of Directors/Key Managerial Personnel of the Company or their relatives are in any way interested or concerned, financially or otherwise, in the said resolution except Director himself.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) OF ICSI:

Name of Director	Sh. Brij Rattan Bagri	Smt Dhwani Jain	Sh. Deepak Sethi	Sh. Gaurav Gupta
Date of Birth	12/12/1950	12/02/1989	04/07/1978	11/06/1978
Date of Appointment	04/12/1981	20/10/2014	28/09/2020 (Proposed)	28/09/2020 (Proposed)
Qualifications	B.Sc., MBA	B. Com from Delhi University	B.Com (H) from Shri Ram college of Commerce, Delhi University	B.Com (H) from Delhi University
Nature of expertise in specific functional areas	47 years of rich and varied experience in financial services, Capital Market.	Independent Professional with 11 years of experience in day to day management, Corporate functions, Accounts, Finance, Taxation etc	20 years of experience in different segments of Capital Market, day to day management, Corporate functions, Accounts, Portfolio Management, etc.	18 years of experience in day to day management activities, Corporate functions, Strategic Planning, Business Development etc.
Directorship and Trusteeship in other Companies	Malati Brij Rattan Bagri Trust (Trustee)	My CA Portal Pvt Ltd.	1. HRM Builders Pvt Ltd. 2. Network Realty Pvt Ltd.	HLG Agencies Pvt. Ltd.
Members of Committees of other Companies	0	0	0	0
No. of shares held in the Company	32309490	Nil	Nil	Nil
Terms & conditions of appointment/ re-appointment	N.A.	As per appointment letter dated 20.10.2019 available on the website of company	As per draft appointment letter available on the website of company	As per draft appointment letter available on the website of company
Number of board meetings attended during FY 2019-20	8	9	N.A.	N.A.
Remuneration drawn during FY 2019-20	NIL	NIL	N.A.	N.A.
Relationship between directors inter-se	None	None	None	None

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

**Sd/-
(VARSHA YADAV)
COMPANY SECRETARY**

**Place: New Delhi
Date: 24.08.2020**