

**SECRETARIAL COMPLIANCE REPORT OF BLB LIMITED
FOR THE YEAR ENDED MARCH 31, 2021**

To,
The Members
BLB Limited
H. No. 4760-61/23, 3rd Floor,
Ansari Road, Daryaganj,
New Delhi 110002

We M/s. Chandrasekaran Associates have examined:

- (a) All the documents and records made available to us and explanation provided by BLB Limited ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The Specific Regulations, whose provisions and the Circulars/ Guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable during the year under review.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the year under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the year under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the year under review;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the year under review;**

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- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable;
- (i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 to the extent applicable.

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and Circulars/ Guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	As per Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Company was required to submit the copy of the annual report sent to the shareholders along with the notice of the annual general meeting not later than the day of commencement of dispatch to its shareholders.	Company commenced the dispatch of Annual Report for FY 2019-20 on 01 st September, 2020, however, it has submitted the copy of Annual Report with stock exchanges on 03 rd September, 2020.	Company should have submitted the Annual Report latest by 01 st September, 2020. BSE and NSE (stock exchanges) had imposed the fine on the Company for such violation and the same have been paid by Company for alleged violation under Regulation 34(1) of Listing Regulations on 22 nd January, 2021. Further, As explained by Management of the Company, the proof / confirmation of dispatch of Annual Report was received after working hours on 1 st September, 2020 from NSDL and due to COVID-19 pandemic, the employees were working remotely from home with limited available resources.

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2.	As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the designated person shall not enter into contra trade.	Promoter Chairman of the Company had entered into contra trade in violation of SEBI (Prohibition of Insider Trading) Regulation, 2015 by selling the shares within 6 months of purchase of shares.	<p>Company has intimated the detail of violation to stock exchanges in terms of applicable provisions and also disgorged the entire profit arose from such contra trade to SEBI IEPF account.</p> <p>Further, as confirmed by the management, no action has been taken by SEBI or Stock exchange against the promoter for such contra trade as on date of report.</p>
3.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Company has not paid the Annual listing fee to BSE Limited for FY 2020-21. As per explanation given by the management, the Company is in process of voluntary delisting of its securities from BSE Limited and shall continue to be listed on National Stock Exchange of India Limited i.e. nationwide stock exchange.	<p>Company had not paid the annual listing fee of BSE Limited for FY 2020-21.</p> <p>As explained by management, the Company had asked BSE for providing the process of delisting of shares from BSE Limited and after various correspondences, the Company filed the delisting application to BSE Limited on 07.04.2021. After filing such application, BSE Limited demanded the due annual listing fee for FY 2020-21 against which the Company filed an appeal before Securities Appellate Tribunal ('SAT').</p> <p>SAT after hearing the appeal vide its order dated 17th June, 2021 directed the Company to pay the due annual listing fee and the Company have paid the annual listing fee for FY 2020-21 on 22nd June, 2021.</p> <p>Further, the delisting application is pending as on date of this report.</p>

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.

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- (c) The company has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the Company.
- (d) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)	Company commenced the dispatch of Annual Report for FY 2019-20 on 01 st September, 2020, however, it has submitted the copy of Annual Report with stock exchanges on 03 rd September, 2020 as per Regulation 34 of Listing Regulations.	Company received emails from BSE & NSE on 08 th January, 2021 under Standard Operating Procedure for imposition of fine on the Company for delay of 2 days in submitting Annual report to BSE & NSE under regulation 34(1) of SEBI (LODR) 2015.	The Company had made the payment of fine imposed against Company for alleged violation under Regulation 34(1) of Listing Regulations on 22 nd January, 2021. Further, As explained by Management of the Company, the proof / confirmation of dispatch of Annual Report was received after working hours on 1 st September, 2020 from NSDL and due to COVID-19 pandemic, the employees were working remotely from home with limited available resources.
2.	Securities Exchange Board of India (SEBI)	Promoter Chairman of the Company had entered into contra trade in violation of	As on date of this report, no action has been taken by SEBI against the promoter for the alleged violation of contra trade under SEBI (Prohibition of Insider Trading)	Company has intimated the detail of violation to stock exchanges in terms of applicable

		SEBI (Prohibition of Insider Trading) Regulation, 2015 by selling the shares within 6 months of purchase of shares.	Regulation, 2015.	provisions and also disgorged the entire profit arose from such contra trade to SEBI IEPF account. Further, as confirmed by the management, no action has been taken by SEBI or Stock exchange against the promoter for such contra trade as on date of report.
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- (e) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the report for the year ended 31st March, 2019	Observations made in the secretarial compliance report for the year ended March 31, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable during the year under review				

For **Chandrasekaran Associates**
Company Secretaries

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Partner

Membership No. ACS No.: 28994

Certificate of Practice No.: 13050

UDIN: A028994C000533663

Date: 29.06.2021

Place: New Delhi

Note:

Due to restricted movement amid COVID-19 pandemic, we conducted the secretarial audit by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report of which, the due date has been ended/expired on or before March 31, 2021 pertaining to Financial Year 2020-21.