

BLB LIMITED

CIN: L67120DL1981PLC354823

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

Website: www.blblimited.com ; E-mail: infobl@blblimited.com; Tel: 011 49325600

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 40TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD AT 12:00 NOON ON SATURDAY 25TH SEPTEMBER, 2021 THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS ("VC/ OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES

To consider and, if thought fit, 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, 2021 including the Auditors Report thereon and Directors' Report.**

"RESOLVED THAT audited Financial Statements of the Company for the financial year ended March 31, 2021 including Balance Sheet as on March 31, 2021, Statement of Profit and Loss for the year ended and Cash Flow Statement 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. 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."

SPECIAL BUSINESS

To consider and, if thought fit, the following resolution as a **Special Resolution**:

- 3. To consider and approve re-appointment of Sh. Anshul Mehra (DIN: 00014049) as an Executive Director of the Company w.e.f August 1, 2022.**

"RESOLVED THAT pursuant to provision of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment thereof, from time being in force), Memorandum and Articles of Association and subject to such approvals as may be required and as recommended by the Nomination and Remuneration Committee and approval of the Board, the consent and approval of Company be and is hereby accorded for the re-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 August 1, 2022 to July 31, 2025 not 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 August 1, 2022 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, 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.”

**By order of the Board of Directors of
BLB Limited**

**Nishant Garud
Company Secretary
M. No. A35026**

Date : August 12, 2021
Place : New Delhi

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 12, 2021 considered that the special business under Item No 3, being considered unavoidable, be transacted at the 40th Annual General Meeting (AGM) of the Company.
2. **General instructions for accessing and participating in the 40th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**

In view of the global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020 read with General Circular No.02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The Securities and Exchange Board of India (“SEBI”) vide its circular dated May 12, 2020 read with January 15, 2021 (“SEBI Circulars”) has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.

In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars and SEBI Circulars, the 40th Annual General Meeting of the Company is being held through VC/ OAVM at 12:00 noon. on Saturday, 25th September, 2021. The proceedings of AGM deemed to be conducted at the Registered Office of the Company situated at H. No. 4760-61/23, 3rd Floor, Ansari Road, Daryaganj, New Delhi- 110002.

3. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

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 40th AGM through VC/OAVM Facility and e-Voting during the 40th AGM.

The Company has appointed National Securities Depositories Limited (“NSDL”) for providing facility for voting through remote e-Voting, for participation in the 40th AGM through VC/OAVM Facility and e-Voting during the 40th AGM.

Members may join the 40th 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 40th AGM and the Company may close the window for joining the VC/OAVM facility after 30 minutes of the commencement of the 40th AGM.

Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of 1,000 and more Members 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 40th AGM without any restriction on account of first-come-first-served principle.

Attendance of the Members participating in the 40th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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 40th AGM and facility for those Members participating in the 40th AGM to cast vote through e-Voting system during the 40th AGM.

4. Instructions for Members for remote e-voting and joining general meeting are as under:-

The remote e-voting period begins on Wednesday, 22nd September, 2021 at 09:00 a.m. and ends on Friday, 24th September, 2021 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 18th September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th September, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<p>3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 IDEAS 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.

4. 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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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. a .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'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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 also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rupesh@cacsindia.com / shashikant@cacsindia.com with a copy marked to evoting@nsdl.co.in.
2. 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members who need assistance before or during the AGM and e-voting user manual for Members available on the website www.evoting.nsdl.com under the 'Downloads Section'. You can also contact NSDL on toll free number 1800-1020-990 and 1800 22 44 30 or Ms. Sarita Mote, Assistant Manager, NSDL, at designated e-mail IDs: evoting@nsdl.co.in, who will address the grievances related to electronic voting.

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. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to csblb@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 csblb@blblimited.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/ members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions 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 connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting and reproduced hereunder for convenience:.

You can also contact NSDL on toll free number 1800-1020-990 and 1800 22 44 30 or Ms. Sarita Mote, Assistant Manager, NSDL, at designated e-mail IDs: evoting@nsdl.co.in, who will address the grievances related to electronic voting

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 by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/ OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/ OAVM will be available in Shareholder/ Member 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.
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/ have questions may send their questions in advance mentioning their name, demat account number/ folio number, email id, mobile number at csblb@blblimited.com. The same will be replied by the company suitably.
6. 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.

5. Other Guidelines for Members:

- a. 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 18, 2021.
- b. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 40th AGM by e-mail and holds shares as on the cut-off date i.e. September 18, 2021, may obtain the User ID and password by sending a request to the Company's email address 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?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
- c. 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.
- d. 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.

- e. During the 40th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 40th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 40th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 40th AGM.
 - f. The Scrutinizer shall after the conclusion of e-Voting at the 40th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 2 working days from the conclusion of the 40th AGM, who shall then countersign and declare the result of the voting forthwith.
 - g. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.blblimited.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited, Mumbai.
6. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 40th AGM and the Annual Report for the year 2021 including therein the Audited Financial Statements for year 2021, are being sent only by e-mail to the Members of the Company as on Friday, 20th August, 2021. Therefore, those Members, whose e-mail address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 40th AGM and the Annual Report for the year 2021 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
- a. 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 csblb@blblimited.com.
 - b. For the Members holding shares in demat form, please update your e-mail address through your respective Depository Participant/(s).
7. The Notice of the 40th AGM and the Annual Report for the year 2021 including therein the Audited Financial Statements for the year 2020-21, will be available on the website of the Company at www.blblimited.com and the website of National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com. The Notice of 40th AGM will also be available on the website of NSDL at www.evoting.nsdl.com.
8. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Company had, accordingly, transferred Rs. 173,910.80/- being the unpaid and unclaimed dividend amount pertaining to Final Dividend 2012-13 respectively, during the year 2020, to the IEPF Authority.

9. The details of the unpaid/ unclaimed dividend are uploaded on the website of the Company at www.blblimited.com.
10. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, 49,774 Equity Shares of rupee 1/- each on which the dividend remained unpaid or unclaimed for seven consecutive years, were transferred during the year 2020, to the IEPF Account, after following the prescribed procedure.
11. 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.
12. 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.
13. 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.
14. 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 csblb@blblimited.com.
15. 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 csblb@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:

1. Folio No
2. Name of shareholder
3. scanned copy of the share certificate (front and back)
4. PAN (self-attested scanned copy of PAN card)
5. 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.

16. 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/ RTA as may be prescribed.
17. 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.
18. 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.
19. During the 40th 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>.
20. 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 40th AGM, forms integral part of the Notice of the 40th AGM. Requisite declarations have been received from the Directors for seeking re-appointment.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

The members of the Company in their 38th Annual General Meeting held on August 1, 2019, appointed Sh. Anshul Mehra as an Executive Director of the Company with effect from August 1, 2019 for a period of 3 years upto July 31, 2022, not liable to retire by rotation.

Sh. Anshul Mehra, is the Executive Director of the Company since August 1, 2019. 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. He is a B. Com Graduate and fellow member of The Institute of Chartered Accountants of India. He has a rich experience of around 31 years in Capital Market, Accounts & Finance etc.

The current term of appointment of Sh. Anshul Mehra is valid till July 31, 2022.

Considering the contribution of Sh. Anshul Mehra toward overall achievement of organizational goal, the Board of Directors recommends to re-appoint Sh. Anshul Mehra as an Executive Director of the Company for a further period of 3 years with effect from August 1, 2022 with an overall limit of remuneration of Rs. 30 lacs per annum which is in line with the recommendation of Nomination and Remuneration Committee.

The Board of Directors has, subsequent to the approval and recommendation of the Nomination and Remuneration Committee in its meeting held on June 25, 2021, approved the re-appointment of Sh. Anshul Mehra as an Executive Director as mentioned in the respective resolution at Item no. 3 subject to shareholders' approval.

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. Anshul Mehra has declared that he is not disqualified to be a Director of the Company and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Sh. Anshul Mehra does not hold equity shares of the Company and is not a Director in any Company.

No Director, Key Managerial Personnel or their relatives, other than Sh. Anshul Mehra and his relatives are concerned or interested in this resolution.

The statement of 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	FY 2020-21	FY 2019-20
1.	Total Income	53,747	19,968
2.	Total Expenditure	53,343	20,210
3.	Profit/ (Loss) before Tax	404	(1,175)
4.	Profit/ (Loss) after Tax	113	(804)
5.	Other Comprehensive Income	25	(91)
6.	Total Income/ (loss) for the year	138	(895)

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

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background Details:

Sh. Anshul Mehra, aged 55 years, is a Fellow member of Institute of Chartered Accountants of India and has a total work experience of around 31 years.

(2) Past remuneration:

(Rs. in lacs)

Name	Designation	Salary	Perquisites	Incentives	Total
Sh. Anshul Mehra	Executive Director	13.42	0.22	-	13.64

(3) Job profile and his suitability, recognition or awards:

Sh. Anshul Mehra 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 at the item no. 3 of the Notice dated August 12, 2021. for convening the 40th Annual General Meeting of the Company.

The re-appointment and remuneration to Executive Director has been approved by the Nomination and Remuneration Committee and Board of Directors in their meetings held on June 25, 2021.

(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. Anshul Mehra and the responsibilities shouldered by him, the aforesaid remuneration package commensurate 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. Anshul Mehra 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:

There are no losses during the financial year 2020-21 and the Company does not envisage any loss or inadequate profits during the tenure of appointment of Sh. Anshul Mehra. However, approval of the members by way of Special Resolution is sought as a matter of abundant caution in order to ensure continuity in payment of remuneration to the Whole time directors irrespective of the unforeseen volatility in operations/profitability and also as per the requirements of Section II of Part II of Schedule V to the Companies Act, 2013.

(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. The management makes continuous endeavors and efforts to bring an increase in the profitability of the Company.

(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 August 12, 2021 for convening the 40th Annual General Meeting of the Company.
- (2) All the relevant information pertaining to the Executive Directors and other Directors required to be disclosed in the Directors' Report under the heading "Corporate Governance" is attached to the Annual Report.

The Directors are of the opinion that the re-appointment of Sh. Anshul Mehra as an Executive Director will be in the interest of the Company considering his rich experience, industry knowledge and strong board performance that will benefit the Company in the long run and also help the Company to steer through the difficult and challenging times.

Accordingly, the Directors recommend the Special Resolution at Item no. 3 of this notice for your approval.

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. Anshul Mehra, as an Executive Director of the Company under Section 190 of the Companies Act, 2013.

ANNEXURE TO THE NOTICE

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 Standard - 2)

Name of Director	Sh. Keshav Chand Jain	Sh. Anshul Mehra
Date of Birth	10-04-1944	16-09-1965
Date of Appointment	01-08-2019	01-08-2019
Qualifications	B.A, LLB	B. Com and Fellow member of The Institute of Chartered Accountants of India
Nature of expertise in specific functional areas	Expertise in various facets of business such as Accounts, Finance & Taxation, etc.	Expertise in the field of Commodity and Capital Market and advises on Corporate, Legal, Financial affairs, business development, strategic planning, etc. of the Company
Directorship and Trusteeship in other Companies	Nil	Nil
Members of Committees of other Companies	0	0
No. of shares held in the Company	Nil	Nil
No. of shares held on a beneficial basis for any other persons in the Company	Nil	N.A.
Terms & conditions of appointment/ re-appointment	Being liable to retire by rotation and being eligible offers himself for re-appointment.	As set out in this resolution.
Number of board meetings attended during FY 2020-21	5	5
Remuneration drawn during FY 2020-21	NIL	Rs. 13.64 lacs
Relationship between directors inter-se	None	None

By order of the Board of Directors of
BLB Limited

Nishant Garud
Company Secretary
M. No. A35026

Date: August 12, 2021
Place: New Delhi