

**SECRETARIAL COMPLIANCE REPORT OF BLB LIMITED  
FOR THE YEAR ENDED MARCH 31, 2022**

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, 2022 ("**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 ("**SEBI Listing Regulations**");
- (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 and Sweat Equity) Regulations, 2021 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 prior to its repealment to the extent applicable; **Not Applicable during the year under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 notified pursuant to repealment of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008 and 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;**

- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) 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;
- (i) 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;
- (j) 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
	NIL	NIL	NIL

- (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 our examination of those records.
- (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.
	Nil	Nil	Nil	Nil

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- (e) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the report for the year ended 31st March, 2021</b>	<b>Observations made in the secretarial compliance report for the year ended March 31, 2021</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
<b>1</b>	Company commenced the dispatch of Annual Report for FY 2019-20 on 01 <sup>st</sup> September, 2020, however, it has submitted the copy of Annual Report with stock exchanges on 03 <sup>rd</sup> September, 2020 as per Regulation 34 of Listing Regulations.	Company commenced the dispatch of Annual Report for FY 2019-20 on 01 <sup>st</sup> September, 2020, however, it has submitted the copy of Annual Report with stock exchanges on 03 <sup>rd</sup> September, 2020 as per Regulation 34 of Listing Regulations.	The Company had made the payment of fine imposed against Company by BSE and NSE (Stock Exchanges) for alleged Violation under Regulation 34(1) of Listing Regulations, 2015 on 22 <sup>nd</sup> January, 2021.	The Company had earlier made the payment of fine imposed by BSE and NSE. However, the BSE and NSE have later on refunded the fine imposed in the matter. We offer no further comment on the same.
<b>2</b>	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.	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.	Company has intimated the detail of violation to stock exchanges in terms of applicable provisions of SEBI and also disgorged the entire profit arose from such contra trade to SEBI IEPF account.	As the Company has taken necessary actions under relevant provisions of SEBI (Prohibition of Insider Trading) Regulation, 2015 and circulars issued therein, we offer no further comment on the same.
<b>3</b>	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	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	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	As confirmed by the management, the Company has withdrawn the application for delisting of its securities from BSE

	<p>Exchange of India Limited i.e. nationwide stock exchange.</p>	<p>of India Limited i.e. nationwide stock exchange.</p>	<p>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'). SAT after hearing the appeal vide its order dated 17 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 22 June, 2021.</p> <p>Further, in an another appeal filed by the Company before SAT, the Hon'ble Tribunal directed the Company to pay the requisite fee (under protest) as demanded by BSE for processing delisting application and also directed to file an application with SEBI for reduction of such fee with direction to SEBI to decide such application within 4 weeks.</p> <p>The Company had complied with SAT's order by depositing the requisite fee and making application to SEBI. Later on, the Board of Directors withdrawn the Application for voluntary delisting the shares of the Company from BSE Limited</p>	<p>Limited on March 10, 2022. Further, no further correspondence has been received from SEBI or BSE or NSE with that respect.</p>
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			considering the overall benefit of the Company and shareholders.	
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For **Chandrasekaran Associates**  
Company Secretaries  
FRN: P1988DE002500  
Peer Review Certificate No.: 1428/2021

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**Shashikant Tiwari**  
Partner  
Membership No. F11919  
Certificate of Practice No. 13050  
UDIN: F011919D000357781  
Date: 20<sup>th</sup> May, 2022  
Place: Delhi

Notes:

- (i) *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.*
- (ii) *This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to financial year ended March' 2022.*