

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 41ST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD AT 03:00 P.M. (IST) ON MONDAY, 26TH SEPTEMBER, 2022 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:**

- To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 including the Auditors Report thereon and Directors' Report.**

“RESOLVED THAT audited Financial Statements of the Company for the financial year ended March 31, 2022 including Balance Sheet as on March 31, 2022, 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.”

- 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.”

- To appoint M/s. VSD & Associates. Chartered Accountants, (Firm Registration Number - 008726N and Peer review Certificate No. 013012) as Statutory Auditors of the Company.**

“RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s), modification(s) or variation or reenactment thereof for the time being in force), and based on the recommendation of the Audit Committee and of the Board of Directors of the Company, M/s. VSD & Associates, Chartered Accountants (FRN: 008726N) be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 41st Annual General Meeting until the conclusion of the 46th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to fix the remuneration payable to the Statutory Auditors of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution.

SPECIAL BUSINESSES:

To consider and, if thought fit, the following resolutions as an **Ordinary Resolutions:**

4. To consider and approve sale of immovable properties of the Company to Sh. Brij Rattan Bagri, Chairman of the Company.

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and other applicable provisions, if any, and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended till date, the Company's policy on Related Party transaction(s) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time basis the approval / recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into and/ or continue to enter into related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) with Sh. Brij Rattan Bagri, Chairman and Director of Company and a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale, transfer of the Company's immovable properties ("Related Party Transactions") as mentioned in the explanatory statement annexed to this notice, on such terms and conditions as may be mutually agreed between Company and Sh. Brij Rattan Bagri, up to a maximum aggregate value of Rs. 18.00 Crore during the financial year 2022-23, provided that the said Related Party Transaction shall be carried out at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and are hereby authorized to finalize the terms and conditions without further referring the matter to the Members of the Company, as well as the means, methods or modes in respect thereof and to finalize and execute all required documents including agreements, memoranda, deeds of assignment and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company, including to seek registration of any such documents, deeds as may be necessary, filing intimations, applying for and/or behalf of the Company and seeking approvals/ consents of necessary parties, and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to for giving effect to this resolution."

5. To consider and approve sale of identified investments/ membership of the Company held in DSE Estates Limited, Calcutta Stock Exchange Limited and U.P. Stock and Capital Limited to Sh. Brij Rattan Bagri, Chairman of the Company.

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and other applicable provisions, if any, and rules made thereunder, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended till date, the Company's policy on Related Party transaction(s) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval / recommendation of the Audit Committee and of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into and/ or continue to enter into the related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) with Sh. Brij Rattan Bagri, Chairman and Director of Company and a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale, transfer of identified investments/ membership of the Company ("Related Party Transactions") as mentioned in the explanatory statement annexed to this notice, on such terms and conditions as may be mutually agreed between Company and Sh. Brij Rattan Bagri, held in DSE Estates Limited, Calcutta Stock Exchange Limited and U.P. Stock and Capital Limited, up to a maximum aggregate value of Rs. 40.00 Lacs for the financial year 2022-23, provided that the said Related Party Transaction shall be carried out at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects."

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

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

Date: August 11, 2022

Place: New Delhi

Registered Office:

H. No. 4760-61/23. 3rd Floor,

Ansari Road, Daryaganj

New Delhi- 110002

CIN: L67120DL1981PLC354823

Website: www.blblimited.com

E-mail: infobl@blblimited.com

Tel.: 011- 49325600

IMPORTANT NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and General Circular No. 02/2022 dated May 05, 2022, (collectively referred to as "MCA Circulars") issued from time to time 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. 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 issued from time to time, the 41st Annual General Meeting of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Businesses to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
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.**
4. In terms of the provisions of Section 152 of the Act, Shri Brij Rattan Bagri, Director of the Company, retire by rotation at the Meeting.

The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment. Shri Brij Rattan Bagri, Director of the Company, is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. The other relatives of Shri Brij Rattan Bagri may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding, in the Company. Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of the Notice.

5. Details of Directors retiring by rotation/ seeking re-appointment at this Meeting pursuant to Regulation 36 SEBI Listing Regulations read with the applicable provisions of Secretarial Standard-2 issued by the ICSI are provided in the "Annexure" to the Notice.

Dispatch of Annual Report through electronic mode:

6. **In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.blblimited.com, 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.**
7. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. NSDL has provided a facility for registration/ updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>
 - b) the process to be followed for registration/ updation of e-mail address by Members holding shares in physical mode, is given in Note No. 22 in this Notice.

Procedure for joining the AGM through VC / OAVM:

8. The Company has appointed National Securities Depositories Limited (“NSDL”) for providing facility for voting through remote e-Voting, for participation in the 41st AGM through VC/ OAVM Facility and e-Voting during the 41st AGM.
9. Members may join the 41st AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the Members 15 minutes before the time scheduled to start the 41st AGM and the Company may close the window for joining the VC/ OAVM facility after 30 minutes of the commencement of the 41st AGM.
10. 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 41st AGM without any restriction on account of first-come-first-served principle.
11. Attendance of the Members participating in the 41st 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 41st AGM and facility for those Members participating in the 41st AGM to cast vote through e-Voting system during the 41st AGM.

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

The remote e-voting period begins on **Friday, 23rd September, 2022 at 09:00 a.m. (IST)** and ends on **Sunday, 25th September, 2022 at 05:00 p.m. (IST)**. 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. Monday, 19th September, 2022, 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 19th September, 2022.





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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "ccess to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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's section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 company name or e-Voting service provider i.e. 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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.
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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 e-Voting and joining virtual meeting 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.

7. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button.

10. 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 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 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 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in

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 e-mail 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.

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 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, e-mail id, mobile number at csblb@blblimited.com at least 7 days before the meeting. The same will be replied by the Company suitably.

13. Other information 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 19th September, 2022.
- b. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 41st AGM by e-mail and holds shares as on the cut-off date i.e. 19th September, 2022, may obtain the User ID and password by sending a request to the Company's e-mail 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. FCS 11919) 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 41st AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 41st AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 41st 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 41st AGM.
- f. The Scrutinizer shall after the conclusion of e-Voting at the 41st 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 41st 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.

14. 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 41st AGM and the Annual Report for the year 2022 including therein the Audited Financial Statements for year 2022, are being sent only by e-mail to the Members of the Company as on Friday, 19th August, 2022. 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 41st AGM and the Annual Report for the year 2022 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).
15. The Notice of the 41st AGM and the Annual Report for the year 2022 including therein the Audited Financial Statements for the year 2021-22, 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 41st AGM will also be available on the website of NSDL at www.evoting.nsdl.com. Any member/s requiring the hard copy of Annual Report may write to us at csblb@blblimited.com or send a duly signed request in original at the registered office of the Company.
16. 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 e-mail to csblb@blblimited.com.
17. 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. No unpaid dividend was required to be transferred to IEPF Authority in the FY 2022-23.
18. The details of the unpaid/ unclaimed dividend are uploaded on the website of the Company at www.blblimited.com.
19. 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.

20. As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.
21. SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 ("SEBI Circulars") mandated furnishing of Permanent Account Number ('PAN'), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities. The Company had sent letters for furnishing the required details. Any service request shall be entertained by M/s. Abhipra Capital Limited (RTA) only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after April 1, 2023, the folio(s) shall be frozen by M/s. Abhipra Capital Limited in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by M/s. Abhipra Capital Limited/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
22. Members are requested to intimate/ update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.
- **For shares held in electronic form:** to their Depository Participant and changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and M/s. Abhipra Capital Limited to provide efficient and better service to the Members. NSDL has provided a facility for registration/updation of e-mail address through the link: <https://eservices.nsdl.com/kycattributes/#/> login and opt-in/opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.
 - **For shares held in physical form:** Pursuant to SEBI circulars, members are requested to furnish PAN, postal address, email address, mobile number, specimen signature, bank account details and nomination by submitting to M/s. Abhipra Capital Limited the forms given below along with requisite supporting documents:

S. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes/ updation thereof	ISR -1
2.	Confirmation of Signature of shareholder by the Banker	ISR -2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR -3

23. Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode.

Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests,

viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to M/s. Abhipra Capital Limited (RTA) as per the requirement of the aforesaid circular.

The aforesaid forms can be downloaded from the Company's website at http://www.blblimited.com/service.php?data_id=30&data_title=Downloads.

All aforesaid documents/ requests should be submitted to M/s. Abhipra Capital Limited, at the address mentioned below:

Shri Jeewat Rai

M/s. Abhipra Capital Limited
Abhipra Complex, A-387,
Dilkhush Industrial Area,
G T Karnal Road, Azadpur
Delhi- 110033
E-mail: rt@abhipra.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO.3**

M/s R. K. Ahuja & Co. Chartered Accountants, (FRN: 031632N), the existing Statutory Auditor of the Company had resigned on 11th August, 2022.

On the recommendation of Audit Committee, the Board of Directors in its meeting held on 11th August, 2022, considering the experience and expertise of M/s. VSD & Associates, recommended to the members, the appointment of M/s. VSD & Associates, Chartered Accountants (Firm Registration Number - 008726N) as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 41st Annual General Meeting until the conclusion of the 46th Annual General Meeting of the Company.

M/s. VSD & Associates, Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. M/s. VSD & Associates, Chartered Accountants have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate No. 013012 issued by the 'Peer Review Board' of the ICAI.

In terms of Listing Regulation, the necessary disclosures are as under:

a. Proposed fees payable to the statutory auditor(s) along with terms of appointment

The proposed remuneration to be paid to the Statutory Auditors is Rs. 2.00 lacs for the FY 2022-23. The remuneration for the subsequent years of their term shall be fixed by the Board of Directors, based on the recommendation of the Audit Committee.

b. Any material change in the fee payable to new auditor from that paid to the outgoing auditor along with the rationale for such change;

There is no material change in the remuneration proposed to be paid to the Auditors.

c. Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed:

M/s. VSD & Associates is a Chartered Accountant firm and have significant experience to provide quality services in the areas of Audit, Accounting outsourcing, Taxation (Direct and Indirect), Company Law Matters, Management Consultancy, Fixed Assets Verification, Information System Audit etc.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

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

ITEM NO. 4

Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder provide that any Related Party Transaction for sale of property of the Company will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the net worth of the Company as per last audited financial statements of the Company.

BLB Limited ("the Company") has following immovable properties:

S. No.	Particulars of Property	Area
1.	4282/3, Basement, Ansari Road, Daryaganj, New Delhi	1054.48 Sq Ft
2.	4233/1, 2 nd Floor, Ansari Road, Daryaganj, New Delhi	1431.08 Sq Ft
3.	4760-61/23, 3 rd Floor, Ansari Road, Daryaganj, New Delhi	1936.00 Sq Ft
4.	Unit No. UG 46, Upper Ground Floor, Ansal Plaza, Plot No. 1/C Knowledge Park 1, Near Pari Chowk, Greater Noida, Uttar Pradesh	112.35 Sq Mts
5.	Unit No. UG 47, Upper Ground Floor, Ansal Plaza, Plot No. 1/C Knowledge Park 1, Near Pari Chowk, Greater Noida, Uttar Pradesh	112.35 Sq Mts
6.	Flat No. 401, 4 th Floor, Topaz Tower, Hawa Road, Jaipur, Rajasthan	2180.00 Sq Ft
7.	Flat No. 501, 5 th Floor, Topaz Tower, Hawa Road, Jaipur, Rajasthan	2180.00 Sq Ft
8.	Shop No. 1, Ground Floor, 22 Spring Field Colony, Faridabad, Haryana	30.70 Sq Mts
9.	Duplex A-7, 9 th & 10 th Floor, Tower-1, Castle Magnifique, Bapodi, Pune, Maharashtra (<i>Right to Sell Property; Advance given for purchase</i>)	893.00 Sq Mts

As per the Valuation Report, the aggregate total value of the aforesaid properties is approx. Rs. 15.00 crores.

The above immovable properties are unproductive for the Company and some of them were acquired through mergers in the past.

Sh. Brij Rattan Bagri, Chairman of the Company had approached the Company to purchase the aforesaid properties from the Company at arm's length price.

Accordingly, the Board of Directors, on recommendation of the Audit Committee, in their meeting held on 11th August, 2022, had recommended the sale of the aforesaid unproductive properties to Sh. Brij Rattan Bagri or any prospective buyers up to a maximum aggregate value of Rs. 18.00 Crore during the financial year 2022-23 with a view to provide liquidity/additional funds to the Company to meet its working capital requirements.

The Board has already taken the approval of shareholders' under Section 180(1)(a) of the Companies Act, 2013 in the Annual General Meeting held on 24th September, 2014, thereby enabling the board to dispose off said properties of the company by way of sale.

The value of proposed aggregate transactions with Sh. Brij Rattan Bagri, if made, is likely to exceed the said threshold limit i.e. 10% or more of the net worth of the Company as per last audited financial statements of the Company, and is expected to be around Rs. 18.00 Crore during the financial year 2022-23, which shall not exceed the threshold as specified in Regulation 23 of Listing Regulations.

Accordingly, above transaction(s) to be entered into with Sh. Brij Rattan Bagri, comes within the meaning of Related Party transaction(s) in terms of provisions of the Companies Act, 2013, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Sh. Brij Rattan Bagri in the financial year 2022-23.

The disclosure in accordance with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 is as below:

(a)	Name of Party	Sh. Brij Rattan Bagri
(b)	Name of the director or key managerial personnel who is related, if any	None
(c)	Nature of relationship	Promoter, Chairman and Director of the Company.
(d)	Nature, material terms, monetary value and particulars of the contract or arrangement	Agreement/ Contract/ Transaction for sale of immovable properties of the Company. Monetary value of proposed aggregate transactions during financial year 2022-23 is expected to be Rs. 18.00 Crore.
(e)	Any other information relevant or important for the members to take a decision on the proposed resolution	The aggregate amount of sale is based upon the valuation report of Registered Valuer and the sale/ transfer of immovable properties shall be at arms' length basis.

Shri Brij Rattan Bagri and his relatives who directly hold in aggregate 3,72,42,871 equity shares of the Company are concerned or interested in the ordinary resolutions at Item No. 4.

None of the other Directors and Key Managerial Personnel or their relatives, except Shri Brij Rattan Bagri and his relatives, is in any way concerned or interested in the resolution.

ITEM NO. 5

Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder provide that any Related Party Transaction for sale of specific investments of the Company will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the turnover of the Company as per last audited financial statements of the Company.

BLB Limited ("the Company") is currently having membership/ investments in DSE Estates Limited, Calcutta Stock Exchange Limited and U.P. Stock and Capital Limited.

These memberships/ investments are inactive and idle since long.

Sh. Brij Rattan Bagri, Chairman of the Company had approached the Company to purchase the aforesaid investments/ memberships from the Company at arms' length price.

Accordingly, the Board of Directors, on recommendation of the Audit Committee, in their meeting held on 11th August, 2022, had recommended the sale of the aforesaid idle membership/ investments held in DSE Estates Limited, Calcutta Stock Exchange Limited and U.P. Stock and Capital Limited to Sh. Brij Rattan Bagri or any prospective buyers up to a maximum aggregate value of Rs. 40.00 Lacs during the financial year 2022-23 with a view to provide liquidity/ additional funds to the Company to meet its working capital requirements.

The Board has already taken the approval of shareholders' under Section 180(1)(a) of the Companies Act, 2013 in the Annual General Meeting held on 24th September, 2014, thereby enabling the board to dispose off said properties of the company by way of sale.

The value of proposed aggregate transactions with Sh. Brij Rattan Bagri, if made, shall be within the threshold limit i.e. 10% or more of the turnover of the Company as per last audited financial statements of the Company and shall also not exceed the threshold as specified in Regulation 23 of Listing Regulations.

However, as a part of good corporate governance, the board is seeking approval of the shareholders for the said Related Party Transaction(s) proposed to be entered into by your Company with Sh. Brij Rattan Bagri in the financial year 2022-23.

The disclosure in accordance with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 is as below:

(a)	Name of Party	Sh. Brij Rattan Bagri
(b)	Name of the director or key managerial personnel who is related, if any	None
(c)	Nature of relationship	Promoter, Chairman and Director of the Company
(d)	Nature, material terms, monetary value and particulars of the contract or arrangement	Agreement/ Contract/ Transaction for sale of membership/ investments of the Company held in DSE Estates Limited, Calcutta Stock Exchange Limited and U.P. Stock and Capital Limited. Monetary value of proposed aggregate transactions during financial year 2022-23 is expected to be Rs. 40.00 Lacs.
(e)	Any other information relevant or important for the members to take a decision on the proposed resolution	The transaction is being done with a view to provide liquidity/ additional funds to the Company since these memberships are idle for since long and the same shall be transferred at arm' length price.

Shri Brij Rattan Bagri and his relatives who directly hold in aggregate 3,72,42,871 equity shares of the Company are concerned or interested in the ordinary resolutions at Item No. 5.

None of the other Directors and Key Managerial Personnel or their relatives, except Shri Brij Rattan Bagri and his relatives, is in any way concerned or interested in the resolution.

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. Brij Rattan Bagri
Date of Birth	12/12/1950
Date of Appointment	04/12/1981
Qualifications	B. Sc, MBA
Nature of expertise in specific functional areas	50 years of rich and varied experience in Financial services, Capital Market.
Directorship and Trusteeship in other Companies	1. Malati Brij Rattan Bagri Trust (Trustee) 2. BRSB Securities Private Limited (Director)
Members of Committees of other Companies	Nil
No. of shares held in the Company	3,39,74,671 equity shares
No. of shares held on a beneficial basis for any other persons in the Company	Nil
Terms & conditions of appointment/ re-appointment	N.A.
Number of board meetings attended during FY 2021-22	6
Remuneration drawn during FY 2021-22	Nil
Relationship between directors inter-se	None
Listed entities from which the Director has resigned in the past three years	Nil

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

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

Date: August 11, 2022

Place: New Delhi

