



26th Annual Report

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BLB Limited



Board of Directors	Sh. Brij Rattan Bagri Sh. Keshav Chand Jain Sh. Vikram Rathi Sh. Satish Sharma Dr. S. C. Gupta Sh. Sushil Gupta	<i>Chairman</i> <i>Director</i> <i>Executive Director</i> <i>Director</i> <i>Director</i> <i>Director</i>
Asstt. Company Secretary	Sh. Naveen Chandra Kushwaha	
Principal Bankers	HDFC Bank Limited ABN AMRO Bank ICICI Bank Limited	
Auditors	M/s. Ram Rattan & Associates Chartered Accountants New Delhi	
Secretarial Auditors	M/s. Chandrasekaran Associates Company Secretaries New Delhi	
Registered Office	4764/23-A, Ansari Road, Daryaganj, New Delhi - 110 002	
Listing at	National Stock Exchange of India Limited Bombay Stock Exchange Limited The Calcutta Stock Exchange Association Limited	

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BLB LIMITED

Regd. Office : 4764/23-A, Ansari Road, Daryaganj, New Delhi-110002

**NOTICE**

Notice is hereby given that the 26th Annual General Meeting of the members of the Company will be held on Friday the 28th day of September, 2007 at 11:30 A.M. at PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2007 and the Profit and Loss Account for the year ended on that date together with the Schedules, Report of the Auditors' and Directors' thereon.
2. To appoint a Director in place of Shri Satish Sharma who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Keshav Chand Jain who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Ram Rattan & Associates, Chartered Accountants, as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise Board of Directors to fix their remuneration.

SPECIAL BUSINESS**5. Appointment of Relative of a Director**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 314 and Director's Relatives (Office or Place of Profit) Rules, 2003 and all other applicable rules and provisions, if any, of the Companies Act, 1956 and subject to all applicable approvals and consents, as required if any, approval of the shareholders be and is hereby accorded for the appointment of Ms. Niharika Bagri, relative of a Director of the Company, to hold an Office and place of Profit with designation as 'Vice President-Business Development' in the Company, for a period of 5 years with effect from 1st October, 2007, at a Cost to Company (hereinafter called as 'CTC') up to Rs. 1,50,000/- per month.

RESOLVED FURTHER THAT any increment in the above cost to company of Rs. 1,50,000/- shall be within the provisions of Section 314 and Director's Relatives (Office or Place of Profit) Rules, 2003 and all other applicable rules and provisions, if any of the Companies Act, 1956 and subject to approvals as may be required at the time of increment as per the laws, for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to give effect for such appointment within the said limit of salary inclusive of any other perquisites and benefits payable to her."

6. Appointment and payment of remuneration to Shri Satish Kumar Sharma as Whole Time Director of the Company

To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and any amendment or re-enactment thereof and subject to such other approvals as may be necessary, the Company hereby accords its consent for the appointment of Shri Satish Kumar Sharma, as Whole Time Director of the Company for a period of five years with effect from 1st October, 2007.

RESOLVED FURTHER THAT the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company to fix and pay the remuneration to Shri Satish Kumar Sharma within the overall limit of Rs. 30 lacs per annum (gross) or in case of loss or inadequacy of profit as per Schedule XIII of the Companies act, 1956 either

by way of monthly/quarterly/half yearly/annually with the recommendation of the remuneration committee from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such further acts and deeds and to take all such actions as required necessary to give effect to the above resolution."

Increase in remuneration of Executive Director

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

"RESOLVED THAT pursuant to Section 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the companies Act, 1956 and any amendment or re-enactment thereof and subject to such other approvals as may be necessary, the Company hereby accords its consent to the revision in payment of remuneration to Shri Vikram Rathi, Executive Director of the Company, w.e.f. 1st October, 2007 for the remaining period of service upto 30th January, 2011.

RESOLVED FURTHER THAT the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company to fix and pay the remuneration to Shri Vikram Rathi within the overall limit of Rs. 30 lacs per annum(gross) or in case of loss or inadequacy of profit as per Schedule XIII of the Companies act, 1956 either by way of monthly/quarterly/half yearly/annually with the recommendation of the remuneration committee from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such further acts and deeds and to take all such actions as required necessary to give effect to the above resolution."

8. Remuneration to Shri Brij Rattan Bagri as Non-Executive Director

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

"RESOLVED THAT pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956 and/or any other law for the time being in force and subject to the approval of the Central Government, approval of the company be and is hereby accorded for the payment of commission to. Shri Brij Rattan Bagri, Non-Executive Director of the company, annually for a period not exceeding 5 years, for each financial year of the company commencing from 1st April, 2007, a sum not exceeding 5% per annum of the net profits of the company calculated in accordance with the provisions of Section 198, 349 and 350 of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in this regard."

9. Reclassification of the Share Capital

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

"RESOLVED THAT in terms of section 16, 31, 94, 95 and other applicable provisions, if any, of the Companies Act, 1956 the consent of the shareholders be and is hereby accorded to reduce the authorized share capital of the company by canceling the un-issued equity share capital of Rs. 2,50,00,000/- divided into 2,50,00,000 equity shares of Rs. 1/- each appearing in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in terms of section 16, 31, 94, 95 and other applicable provisions, if any, of the Companies Act, 1956 the consent of the shareholders be and is hereby accorded to increase the preference share capital of the company from Rs. 2,50,00,000/- divided into 2,50,000 preference shares of Rs. 100/- each to Rs. 5,00,00,000/- divided into 5,00,000 preference shares of Rs. 100/- each in lieu of the cancellation of the above said equity shares.

RESOLVED FURTHER THAT in terms of section 16, 94,95 and other applicable provisions, if any, of the Companies Act, 1956 the consent of the shareholders be and is hereby accorded to the Board of Directors of the company to alter Clause V of the Memorandum of Association of the Company as follows:

"The Authorised share capital of the Company is Rs. 12,50,00,000/- (Rupees twelve crore fifty lacs only) divided into Rs. 7,50,00,000/-(Rupees seven crore fifty lacs only) equity shares of Rs. 1/- (Rupee one) each and Rs. 5,00,00,000/-(Rupee five crore only) divided into 5,00,000/-(five lacs only) preference shares of Rs. 100/- (Rupees one hundred) each."

RESOLVED FURTHER THAT in terms of section 31,94,95 and other applicable provisions, if any, of the Companies Act, 1956 the consent of the shareholders be and is hereby accorded to the board of directors of the company to alter Clause 3 of the Articles of Association of the Company as follows:

"The Authorised share capital of the Company will be as per Clause V of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps to give effect to the above said resolutions."

10. Issue of Preference Shares

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

"RESOLVED THAT pursuant to Section 67(3), 80 and other applicable provisions, if any, of the Companies Act, 1956 and in accordance with the provisions of the Memorandum and Articles of Association of the company, the regulations/ guidelines prescribed by the Securities and Exchange Board of India, the regulations/guidelines prescribed by the Reserve Bank of India, pursuant to the provisions of Foreign Exchange Management Act, 1999 and Rules made there under and subject to the necessary approvals, if required the company hereby accords its consent to the Board of Directors/Committee of the Company to offer, issue and allot up to 5,00,000 redeemable cumulative preference shares of Rs. 100/- each at par aggregating to Rs. 5,00,00,000/- to one or more persons but not exceeding 50 persons in one or more trenches upon such percentage, terms and conditions as the Board of Directors/Committee may think fit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to create, issue, offer and allot preference shares and to take all the necessary steps in this regard."

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By Order of the Board of
BLB LIMITED

Place : New Delhi
Date : 28th August, 2007

(NAVEEN CHANDRA KUSHWAHA)
Asst. Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXIES MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. Explanatory statement setting out the material facts in respect of the Special Business are annexed hereto and forms part of this notice
3. The Register of Members and the Share Transfer Books of the Company shall remain closed for one day only on Friday, 21st September, 2007.
4. The members are requested to notify the change in their address, if any, at the earliest.
5. Members attending the meeting are requested to bring their copy of Annual Report.
6. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID number for easy identification and attendance at the meeting.
7. Members who have not got their shares dematerialized are advised to do the same in their own interest.
8. Members may send their queries relating to the accounts, in writing, at the Registered Office of the Company at least 10 days in advance from the date of meeting to make the reply available at Annual General Meeting.

9. Additional Information with respect to appointment/re-appointment of Directors as per Clause 49 of the Listing Agreement is appended to this notice.

By Order of the Board of
BLB LIMITED

Place : New Delhi
Date : 28th August, 2007

(NAVEEN CHANDRA KUSHWAHA)
Asst. Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956

ITEM NO. 5

Ms. Niharika Bagri, relative of Shri Brij Rattan Bagri Director of the company is a Commerce graduate and MBA and having considerable experience in the field of business and development activities. She is also a Director of your subsidiary company BLB Institute of Financial Management Limited. Your Board of Directors desired to avail her services and appointed her as Vice President-Business Development.

The appointment and remuneration of relative of director to the company requires your approval in terms of section 314 of the Companies Act, 1956 and further subject to prior approval of Central Government Your Board of Directors recommends the resolution for your approval as a Special Resolution.

Except Shri Brij Rattan Bagri, no other Director of the Company is concerned and interested in the resolution.

ITEM NO. 6

The business of the company is growing day by day and accordingly there is a need to appoint one more Whole-Time Director in the company to look after day to day business activities of the company. Board of Directors of your company at its meeting held on 28th August, 2007 has appointed Shri Satish Kumar Sharma as the Whole Time Director of the Company for a period of five years with effect from 1st October, 2007.

Shri Satish Kumar Sharma has been associated with the company and the group for number of years as director. He is well conversant with the affairs of the company, his vast experience with regard to capital market has supported the Company to reach new heights.

Considering the background, competence and experience of Shri Satish Kumar Sharma, Company has decided to avail his services in the company on full time basis and accordingly pay the remuneration to him.

The Board of Directors recommends the same for your approval.

Except Shri Satish Kumar Sharma, no other Director of the Company is concerned and interested in the resolution.

This notice and Explanatory Statement be treated as an abstract under section 302 of the Companies Act, 1956.

ITEM NO. 7

The members of the Company in their 20th Annual General Meeting held on 29th September 2001, appointed Shri Vikram Rathie as Executive Director of the Company with effect from 31st January 2001 for a period of 5 years upto 30th January, 2006 again reappointed for another period of five years with effect from 31st January, 2006 upto 30th January, 2011.

Considering the contribution of Shri Rathie toward overall achievement of organizational goal and making your Company to stand among top Stock Broking Companies of India, Remuneration Committee recommends an increase in remuneration of Shri Vikram Rathie.

All the remaining terms of appointment of the Executive Director shall remain same as they are contained in the agreement entered into between the Company and the Executive Director on 31st January, 2006 with modifications done from time to time.

The Board recommends the resolution for your approval.

Except Shri Vikram Rathi, Executive Director, no other director of the Company is concerned or interested in the Resolution.

This notice and Explanatory Statement be treated as an abstract under section 302 of the Companies Act, 1956.

ITEM NO. 8

Shri Brij Rattan Bagri who is a founder and promoter director of the Company is providing his best efforts, vision, and guidance to the company to achieve its goals and to become one of the leading company in the Capital Market. Shri Brij Rattan Bagri is having very rich experience of Capital Market i.e. over 30 years. The Board of Directors in its meeting held on 28th August, 2007 has decided to reward Shri Brij Rattan Bagri for his efforts and services to the company by paying a commission of 5% per year on net profits of the company from the current Financial Year 1st April, 2007 for next 5 years subject to necessary approvals.

The Board of directors recommends the same for your approval.

The Board recommends the resolution for your approval as a Special Resolution.

Except Shri Brij Rattan Bagri no other director of the Company is concerned or interested in the Resolution.

This notice and Explanatory Statement be treated as an abstract under section 302 of the Companies Act, 1956.

ITEM NO. 9 AND 10

The company, in order to strengthen its financial position and to meet out its working capital requirement planning to generate resources by issuing securities. As securities to be issued are in the form of preference shares, this requires reclassification of Authorised share capital of the company.

Presently the Authorised capital of the company is Rs. 12,50,00,000/- divided into 10,00,00,000 equity shares of Rs. 1/- each and 2,50,000 preference share capital of Rs. 100/- each.

Depending upon the future plans of the company, the Authorised capital of the Company is being reclassified into 7,50,00,000 equity shares of Rs. 1/- each and 5,00,000 preference share of Rs. 100/- each.

Consequent upon change in Authorised Share Capital, under Clause V of the Memorandum of Association and Article 3 of the Article of Association of the company needs to be altered in the manner as set out in item No. 9 and 10 of the notice respectively.

The Board recommends the resolutions for your approval as Special Resolutions.

None of the Directors of the Company is concerned or interested in the Resolutions.

By Order of the Board of
BLB LIMITED

(NAVEEN CHANDRA KUSHWAHA)
Asst. Company Secretary

Place : New Delhi
Date : 28th August, 2007

ADDITIONAL INFORMATION WITH RESPECT TO RE-APPOINTMENT OF SHRI SATISH KUMAR SHARMA AND SHRI KESHAV CHAND JAIN AS DIRECTORS, AS PER CLAUSE 49 OF THE LISTING AGREEMENT.

At the ensuing Annual General Meeting, Shri Satish Kumar Sharma, Director and Shri Keshav Chand Jain, Directors of the Company who retires by rotation and being eligible, offers himself for reappointment. Pursuant to Clause 49, their brief particulars are mentioned herein below:

Satish Sharma

Shri Satish Sharma aged about 42 years is a postgraduate from the Meerut University. He has over 18 years of experience in the Capital Market activities. He has been very regular in providing the Company valuable advice on key matters related to Stock Market, Administration, etc. and has been instrumental in scaling the company's performance to new heights.

The Board considers the re-appointment of Shri Satish Kumar Sharma in the interest of the Company and accordingly recommends the same.

Shri Satish Kumar Sharma also holds directorship in M/s Manu Properties Private Limited and does not hold any Membership of any committee of any Public Company.

Keshav Chand Jain

Shri Keshav Chand Jain aged about 63 years is a Director of the Company. Shri Keshav Chand Jain is a Bachelor in Arts and a Law Graduate by qualification. A renowned advocate by profession holds a vivid experience of around 31 years in Taxation and Legal matters.

He is neither a Director nor a member of any Committee of any other Company. Furthermore, he does not hold any shares in the Company.

BLB LIMITED

Regd. Office : 4764/23-A, Ansari Road, Daryaganj, New Delhi - 110 002

**PROXY FORM**

I/We of
 in the district of being a member/members of the above Company hereby appoint Sh./
 Smt. of in the district of
 or failing him Sh./ Smt. of
 in the district of as my/our proxy to vote for me/
 us and on my/our behalf at the 26th Annual General Meeting to be held on Wednesday, the 28th September, 2007 at 11.30
 A.M. at PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New
 Delhi - 110016 or at any adjournment thereof.

Client ID & DP ID/ Registered Folio No. :

Signed on

**Affix
Revenue
Stamp**

Signature

Note : The Proxy must be deposited at the Registered Office of the Company at 4764/23-A, Ansari Road, Daryaganj,
 New Delhi - 110 002, not less than 48 hours before the time for holding the meeting.

**BLB LIMITED**

Regd. Office: 4764/23-A, Ansari Road, Daryaganj, New Delhi - 110 002

**ATTENDANCE SLIP**

1. Full Name of Shareholder/ Proxy
2. Client ID & DP ID/ Registered Folio No.
3. If Proxy, Full Name of Shareholder

I hereby record my presence at the 26th Annual General Meeting of the Company held on Friday, the 28th day of September,
 2007 at 11.30 A.M. at PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti
 Marg, New Delhi - 110016

.....
 Signature of Shareholder/ Proxy

Note : This attendance slip is to be handed over at the entrance of the Meeting Hall.

Vision



Brij Rattan Bagri
Chairman

The vision of BLB group is to grow as the leading arbitrageur and a premier financial service provider renowned for its expertise in risk-free trading, research-based investment solutions, superior financial market education and cutting-edge technological know-how.