

BLB LIMITED

CIN: L67120HR1981PLC051078

Email ID: infobl@blblimited.com, Website: www.blblimited.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 33RD ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON WEDNESDAY, THE 24TH DAY OF SEPTEMBER, 2014 AT 11:30 A.M. AT MUNICIPAL CORPORATION FARIDABAD (MCF) AUDITORIUM, NEAR NEELAM CHOWK, FARIDABAD, HARYANA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the standalone and consolidated Financial Statements of the Company for the year ended March 31, 2014 including the Audited Balance Sheet as at March 31, 2014 and the Statement of Profit & Loss and the Cash Flow Statement of the Company for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. 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.

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"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."

3. To appoint a Director in place of Sh. Vikram Rathi (DIN: 00007325) who retires by rotation and being eligible, offers himself for re appointment.

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"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. Vikram Rathi (DIN 00007325), 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."

4. To appoint the Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s Ram Rattan & Associates, Chartered Accountants, New Delhi (FRN 004472N), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Thirty Third Annual General Meeting (AGM) for a period of three years till the conclusion of the Thirty Sixth AGM of the Company, subject to ratification of their re-appointment at every Annual General Meeting held after this AGM by shareholders of the Company on such remuneration as may be fixed by the Board of Directors of the Company for every financial year on the recommendation of the Audit Committee.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other rules framed thereunder, Clause 49 of the Listing Agreement, (including any statutory modification(s) or re-enactment thereof and any rules made thereunder, for the time being in force), and in accordance with the Articles of Association of the Company and subject to such other approvals as may be required, Sh. Rajesh Kumar Damani (DIN: 01405935) who was appointed as an Independent Non- Executive Director of the Company w.e.f. 29.09.2009 in the 28th Annual General Meeting of the Company, be and is hereby appointed as an Independent Non-Executive Director not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 24th September, 2014 and upto 23rd September, 2019.

RESOLVED FURTHER THAT pursuant to Section 149(6) of the Act, a declaration has been received from Sh. Rajesh Kumar Damani that he meets the criteria for independence be and is hereby taken on record."

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other rules framed thereunder, Clause 49 of the Listing Agreement, (including any statutory modification(s) or re-enactment thereof and any rules made thereunder for the time being in force), and in accordance with the Articles of Association of the Company, and subject to such other approvals as may be required Sh. Manas Jain (DIN: 02785654) who was appointed as an Independent Non- Executive Director of the Company w.e.f. 30.09.2011 in the 30th Annual General Meeting of the Company, be and is hereby appointed as an Independent Non-Executive Director not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 24th September, 2014 and upto 23rd September, 2019.

RESOLVED FURTHER THAT pursuant to Section 149(6) of the Act, a declaration has been received from Sh. Manas Jain that he meets the criteria for independence be and is hereby taken on record."

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

"RESOLVED THAT in supersession of the earlier Special Resolution passed under Section 293(1)(d) of the erstwhile Companies Act, 1956 in the Annual General Meeting held on 29.09.2008 and pursuant to Section 180(1)(c) and any other applicable provisions, if any, of

the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), to borrow the sum of money(s) together with the money(s) already borrowed in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers or NBFC's in the ordinary course of business, shall not be in excess of Rs. 2,50,00,00,000 (Rupees Two Hundred Fifty Crores), at any point of time from any bank(s) or NBFC's or body(ies) corporate or financial institution(s) or person(s).

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

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

"RESOLVED THAT in supersession of the earlier Special Resolution passed under Section 293(1)(a) of the erstwhile Companies Act, 1956 in the Annual General Meeting held on 29.09.2008 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a mortgage/and or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or NBFC's or body(ies) corporate or financial institutions or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rs. 2,50,00,00,000/- (Rupees Two Hundred Fifty Crores Only); at any point of time.

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

"RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), to invest and/or make loan(s) in one or more trenches to any person or body corporate (including loan given to any of its subsidiaries, step down subsidiaries), and/or give any guarantee or provide security in connection with a loan to any person or body corporate (including loan taken by any subsidiaries, step down subsidiaries) and/or and / or acquire by way of subscription, purchase or otherwise, the securities of any body corporate(s) upto an amount not exceeding Rs. 2,50,00,00,000/- (Rs. Two Hundred Fifty Crores only) from time to time in one or more trenches.

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

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

"RESOLVED THAT in supersession of the earlier Ordinary Resolution passed under section 293(1)(e) of the erstwhile Companies Act, 1956 in the Extraordinary General Meeting held on 06.02.2010, and pursuant to Section 181, 198 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors to contribute, donate from time to time to any national, charitable, benevolent, philanthropic, educational research or general and other funds not directly relating to the business of the Company or the welfare of its employees upto an aggregate amount of Rs. 5,00,00,000/- (Rupees Five Crores only) in a Financial Year, notwithstanding that the aggregate of the donation(s) may exceed the limit of 5% of the average net profits of the Company.

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

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the shareholders of the Company be and is hereby accorded for keeping the Register of Members, Index of Members, and Copies of all Annual Returns filed under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto or any other documents and registers as may be permitted from time to time, which can be kept at any other place/ office in India other than the Registered Office of the Company where more than one-tenth of the total number of members entered in the Register of Members reside.

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

Registered Office:
Plot No. 1328, Sector-28,
Near HUDA Market, Faridabad-121002,
Haryana

Place : New Delhi
Date : 13.08.2014

By Order of the Board of Directors of
BLB Limited
CIN: L67120HR1981PLC051078

(Vikram Rathi)
Executive Director
DIN: 00007325

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM WITH THE ADMISSION SLIP ARE APPENDED WITH THIS NOTICE.**
2. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of name will be entitled to vote.
5. 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.
6. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the Notice of Annual General Meeting at the meeting.
7. Members are requested to bring their copies of the Annual Report to the Annual General Meeting.
8. For the security and safety of the members, no article / baggage including water bottles and Tiffin boxes will be allowed at the venue of the meeting. The shareholders/ attendees are requested not to bring any article / baggage etc. at the venue of the Annual General Meeting.
9. The notice of Annual General Meeting will be sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on Monday, the 25th day of August, 2014.
10. The soft copy of annual report, notice of general meeting, notice of e-voting etc. are being sent to the members who have registered their email ids with their depository participant / Company's Registrar and Transfer Agent (RTA). Members are requested to update their preferred e-mail ids with the Company / depository participants / RTA which will be used for the purpose of sending the communications in future. Members requiring a soft copy of the Annual Report may write to the Company at the investorcomplaint@blblimited.com and/or at the address mentioned in Note 27 below.
Members whose email id is not registered with the Company will be sent physical copies of this notice, annual report, notice of e-voting etc. at their registered address through permitted mode.
Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company at its registered office address or to the RTA, Abhipra Capital Ltd. A-387, Abhipra Complex, Dilkhush Industrial Area, G.T. Karnal Road, Azadpur, New Delhi-110033.
11. The Annual Report together with the Notice of the Annual General Meeting is also being hosted on the website of the Company www.blblimited.com.
12. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Compliance Officer at least 10 days in advance of the meeting so that the information called for can be made available at the meeting.
13. The Register of Members and the Share Transfer Books of the Company shall remain closed for one day only on Friday, the 12th September, 2014 in terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges, where the equity shares of the Company are listed, for the purpose of Annual General Meeting.
14. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.
15. Information regarding particulars of the directors to be appointed and the directors seeking re-appointment requiring disclosure in terms of the Listing Agreement and the explanatory statement pursuant to Section 102 of the Companies Act, 2013, are annexed hereto. The directorships held by the directors considered for the purpose of disclosure does not include the directorships held in foreign companies, private limited companies and companies incorporated under section 25 of the Companies Act, 1956 or under section 8 of the Companies Act, 2013, as the case may be, but include private limited companies which are considered as public limited companies in terms of Section 2(71) of the Companies Act, 2013. The committee chairmanships / memberships considered for the purposes of disclosure are those prescribed under clause 49(l)(C) of the Listing Agreement(s) viz. Audit Committee and Stakeholders' Relationship Committee / Investors' Grievance Committee of Indian public limited companies.
16. Members are requested to notify any change in their address, Bank Account details and email IDs etc. to the Company / RTA / Depository Participant as the case may be.
17. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The member can approach the Company or its RTA for such nomination.
18. Members, who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and / or change in address or updation thereof to the Company's RTA. Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective depository participants.
19. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made Permanent Account Number (PAN) under Income Tax Act as the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In Continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company /Registrar and Share Transfer Agent for registration of such transfer of shares.

20. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed interim dividend for the financial year 2005-06 and 2006-07 on due date to the Investor Education and Protection Fund established by the Central Government.
21. Members are requested to note that those members, who has so far not claimed or collected their dividend for any financial year from 2007-2008 onwards, may write to the Company or Registrar and Share Transfer Agent for claiming the same. The Dividend amount remaining unclaimed/ unpaid for a period of seven years from the date of declaration will be transferred to Investor Education and Protection Fund and no claim can be made against those amount from the Fund or the Company.
22. The shareholders can opt for only one mode of voting i.e. through e-voting or through physical polling at the meeting. In case of voting by both the modes, vote casted through e-voting will be considered final and voting through physical ballot will be considered invalid.
23. The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to their shares to the paid up equity share capital of the Company as on Monday, August 25, 2014.
24. The e-voting event number, User ID and password alongwith the detailed instructions of e-voting are provided in the notice of e-voting, being sent alongwith the Notice of Annual General Meeting.
25. Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 33rd Annual General Meeting of the Company scheduled to be held on Wednesday, September 24, 2014. The Results shall be declared on or after the meeting. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the meeting and communicated to Stock Exchanges.
26. Company will be disclosing to the Stock Exchanges, as per Clause 35A of the Listing Agreement, the details of results of voting on each of the resolutions passed in this Notice.
27. The shareholders are requested to communicate all their correspondence to:

The Compliance Officer,

BLB Limited

3rd Floor, ECE House, Annexe-II, 28A, Kasturba Gandhi Marg,

New Delhi-110001

Ph. No.: +911-49325600, Fax No.: +911-49325637

28. Voting through Electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement with Stock Exchanges, the Company is pleased to provide members facility to exercise their right to vote at the meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Service Limited (CDSL):

The instructions for members for voting electronically are as under:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period
- (ii) Click on "Shareholders" tab
- (iii) Select the "Company Name" from the drop down menu and click on submit
- (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - (c) Members holding shares in Physical Form:
Enter Folio Number registered with the Company
 - (d) Next enter the Verification Code as displayed and Click on Login
 - (e) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company/entity, then your existing password is to be used. If you are a first time user follow the steps given below:
- (v) Fill up the following details in the appropriate boxes:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	<p>Enter the Date of Birth (DOB) as recorded in your demat account or in the Bank records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on 25.08-2014 in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatory enter their login password in the new

password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (ix) Click on the relevant EVSN of BLB Limited on which you choose to vote.
- (x) On the voting page, you will see Resolution Description and against the same option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then enter the User ID and verification code and click on Forgot Password & enter the details as prompted by the system.
 - (a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - (b) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - (c) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - (d) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - (e) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvi) The e-voting period commences on Thursday, September 18, 2014 (12:00 am IST) and ends on Saturday, September 20, 2014 (11:59 pm IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/record date i.e. August 25, 2014 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date/record date.
- (xvii) In case you have any queries or issues regarding e-voting, you can email the query at helpdesk.evoting@cdslindia.com or infobl@blblimited.com.
- (xviii) Mr. Rupesh Agarwal, Practicing Company Secretary, (Membership No. ACS 16302) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xix) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forthwith to the Chairman of the Company.

Registered Office:
Plot No. 1328, Sector-28,
Near HUDA Market, Faridabad-121002,
Haryana

By Order of the Board of Directors of
BLB Limited
CIN: L67120HR1981PLC051078

Place : New Delhi
Date : 13.08.2014

(Vikram Rathi)
Executive Director
DIN: 00007325

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

ITEM NO.5 and 6

The Company had appointed Sh. Rajesh Kumar Damani (DIN: 01405935) and Sh. Manas Jain (DIN: 02785654) as Independent Directors pursuant to the provisions of Section 194 of the Companies Act, 2013 (the Act) and Clause 49 of the Listing Agreement entered with the Stock Exchange(s), at various occasions, in compliance with the requirements of the clause.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and the corresponding rules thereon and in accordance with the Ministry of Corporate Affairs Circular No. 09/2014 dated 9th June, 2014 regarding clarification on Rules prescribed under the Companies Act, 2013 - Matters relating to appointment and qualifications of Directors and Independent Directors, there is requirement to appoint the Independent Directors of the Company in accordance with the provisions of Section 149 of the Companies Act, 2013 and the corresponding rules thereon.

The Nomination and Remuneration Committee has recommended the appointment of these Two Directors as Independent Directors from 24th September, 2014 to 23rd September, 2019.

Sh. Rajesh Kumar Damani (DIN: 01405935) and Sh. Manas Jain (DIN: 02785654) non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors mentioned in the Appointment letter shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday till the date of Annual General Meeting.

A brief profile of the Independent Directors to be appointed is given below:

SHRI RAJESH KUMAR DAMANI

Shri Rajesh Kumar Damani, aged 49 years is a Director of the Company and is Bachelor of Commerce from the University of Delhi. He has a rich experience of 31 years in the Commodity and Capital Market. His expertise and wide experience in the field of Finance and Capital Markets shall contribute to the efficient functioning of the organization.

He is holding the Directorship in M/s Megha Investment Private Limited. He is not a member of any committee of any other Company. Furthermore, he does not hold any shares in the Company.

He is a member of the Audit Committee and Remuneration-cum-Selection Committee of the Company.

SHRI MANAS JAIN

Shri Manas Jain, aged 31 years is a Graduate and B.Tech, IIT Kanpur (Electrical Engineering). He has a sound experience of around 8 years in the field of IT Analytics in the booming IT Sector.

He is neither a Director of any public company except M/s BLB Commodities Limited (Material Unlisted Subsidiary Company) where he is appointed as a nominee director, nor a member of any Committee of any other Public Company. Furthermore, he does not hold any shares in your Company.

The Board of Directors recommends passing of the Special Resolution at Item No. 5 & 6 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise except Sh. Rajesh Kumar Damani and Sh. Manas Jain, in the resolution set out at Item No. 5 & 6 respectively.

ITEM NO.7

The members of the Company at their Annual General Meeting held on 29.09.2008 approved under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 2,50,00,00,000 (Rupees Two Hundred Fifty Crores only).

However, in terms of Section 180(1)(c) of the Companies Act, 2013 (the Act) in respect of the borrowing powers of the Board of Directors of a Company made effective from 12th September, 2013 in place of the Section 293(1)(d) of the erstwhile Companies Act, 1956, the Board of Directors of a Company shall exercise the power to borrow monies, where the monies to be borrowed, together with the monies already borrowed by the Company, apart from the temporary loans obtained from the Company's bankers in the ordinary course of business, is in excess of the aggregate of its paid up share capital and free reserves, only with the consent of the shareholders of the Company accorded by way of a special resolution passed under Companies Act, 2013.

In view of the Section 180(1)(c) of the Companies Act, 2013 relating to the borrowing powers of the Board and considering other requirements for funds for the present business operations and future plans and additional working capital requirements of the Company, it is, therefore, necessary for the shareholders to pass a Special Resolution as set out at Item No. 7 of the Notice, to enable the Board of Directors of the Company to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company upto Rs. 2,50,00,00,000/- (Rupees Two Hundred Fifty Crores), notwithstanding in excess of the aggregate of the paid up share capital and free reserves of the Company.

The Board of Directors recommends passing of the Special Resolution at Item No. 7 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

ITEM NO.8

The members of the Company at their Annual General Meeting held on 29.09.2008 approved under Section 293(1)(a) of the Companies Act, 1956 creation of charge, mortgage, hypothecation and pledge created by the Company, on such movable and immovable properties, both present and future to secure the repayments of any loan availed of or to secure the payment of interest thereon shall not be in excess of Rs. 2,50,00,00,000/- (Rupees Two Hundred Fifty Crores only).

With the commencement of The Companies Act, 2013 and as per Section 180(1)(a) of the Companies Act, 2013 which came into effect from 12th September, 2013 requires that the Board of Directors shall exercise the power to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company and to create a mortgage/and or charge on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or body(ies) corporate or person(s), only with the consent of the shareholders by way of Special Resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 8 of the Notice, to enable to the Board of Directors to create such charge, mortgage, hypothecation and pledge upto of Rs. 2,50,00,00,000/- (Rupees Two Hundred Fifty Crores only) notwithstanding in excess of the aggregate of the paid up share capital and free reserves of the Company.

The Board of Directors recommends passing of the Special Resolution at Item No. 8 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

ITEM NO. 9

With the commencement of The Companies Act, 2013 and as per Section 186 of the Companies Act, 2013, the Board of Directors shall not acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding the limit of 60% of the Paid up Share Capital and Free Reserves or 100% of the Free Reserves, whichever is higher, except with the consent of the shareholders accorded by way of a special resolution.

It is, therefore, necessary for the shareholders to pass a Special Resolution under Section 186 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 10 of the Notice, to enable to the Board of Directors to invest and/or make loan(s) in one or more tranches to any person or body corporate (including loan given to any of its subsidiaries), and/or give any guarantee or provide security in connection with a loan to any person or body corporate (including loan taken by any subsidiaries) and/or and / or acquire by way of subscription, purchase or otherwise, the securities of any body corporate up to an amount not exceeding Rs. 2,50,00,00,000/- (Rupees Two Hundred Fifty crores only) in aggregate, notwithstanding that the aggregate of the investment(s) and Loan(s) so far made or to be made may exceed the limit of 60% of the Paid up Share Capital and Free Reserves or 100% of the Free Reserves, whichever is higher.

The Board of Directors recommends passing of the Special Resolution at Item No. 9 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

ITEM NO. 10

Pursuant to the provisions of Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bona fide charitable and other funds, any amount the aggregate of which, in any Financial Year shall not exceed 5% of its average net profits, as determined in accordance with the provisions of Section 198 of Companies Act, 2013, for the three immediately preceding Financial Year(s). Approval of the members is necessary for any contribution to charitable and community development activity if such contribution in a financial year exceeds the limits prescribed in the Section.

With the view to conduct business that achieves a balance or integration of economic, environmental and social imperatives while at the same time addressing stakeholders' expectations, your Company wants to make contribution to charitable and community development activity.

The members of the Company at their Extra Ordinary General Meeting held on 6th February, 2010 approved by way of Ordinary Resolution under Section 293(1)(e) of the erstwhile Companies Act, 1956, the contribution/donation to charitable or other funds upto an aggregate amount of Rs. 10 Crores in a financial year.

The Board of Directors wish to contribute an amount exceeding the limits as provided in the law and for this purpose shareholders approval is sought to contribute/ donate upto an amount of Rs. 5 crores only in a financial year. The contribution/donations for the above said purposes will not be made for the purpose which is directly related to the business of the Company or for the welfare of its employees.

The Board of Directors recommends passing of the Ordinary Resolution at Item No. 10 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

ITEM NO.11

As required under the provisions of Section 94 the Companies Act, 2013, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the registered office of the Company. However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company.

The Corporate functioning is being performed from 3rd Floor, ECE House, Annexe-II, 28A, Kasturba Gandhi Marg, New Delhi-110001 i.e., the place other than the Registered Office of the Company and for the smooth functioning of the Company there is requirement to keep the records of the Company at the above premises.

It is, therefore, necessary for the shareholders to pass a Special Resolution under Section 94 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 11 of the Notice, to enable to the Board of Directors to keep the Register of Members, Index of Members, copies of all information pertaining to Annual Return and other documents and registers as may be permitted from time to time at the place other than the Registered Office of the Company.

The Board of Directors recommends passing of the Special Resolution at Item No. 11 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 11.

Registered Office:

Plot No. 1328, Sector-28,
Near HUDA Market, Faridabad-121002,
Haryana

**By Order of the Board of Directors of
BLB Limited
CIN: L67120HR1981PLC051078**

Place : New Delhi

Date : 13.08.2014

**(Vikram Rathi)
Executive Director
DIN: 00007325**

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT, THE BRIEF RESUME OF THE DIRECTORS TO BE RE-APPOINTED AT THE ENSUING ANNUAL GENERAL MEETING ARE ENUMERATED BELOW:

At the ensuing Annual General Meeting, Shri Brij Rattan Bagri, Director and Sh. Vikram Rathi, Executive Director of the Company are liable to retire by rotation and being eligible, offer themselves for their re-appointment. Pursuant to Clause 49 of the Listing Agreement, their brief particulars are mentioned herein below:

SHRI BRIJ RATTAN BAGRI

Shri Brij Rattan Bagri, aged 63 years is a B.Sc. Graduate and MBA and is an entrepreneur by profession. He being the Promoter of the Company has been associated with the Company since its inception. Company has been enriched by his glorious experience of around 41



years in the Financial and Securities Market. He has expertise in the matters relating to various facets of business such as conceiving business ideas, planning, management, administration etc. It is due to his vision, planning, farsightedness, valuable guidance and able leadership that the Company has achieved such great heights. He has proved himself as an asset for the Company by his long continued sincerity and dedication. He plays a vital role in the present strength and existence of the Company.

Shri Brij Rattan Bagri is a Non Executive Director cum Chairman of the Company holding 32309490 equity shares of the Company.

He holds Directorships in M/s BLB Commodities Limited, M/s Sri Chaturbhuj Properties Limited and M/s BLB Global Business Limited, Subsidiary Companies of your Company. He is also a Member of the Audit Committee and Remuneration Committee of your Company.

Shri Brij Rattan Bagri holds Chairmanship of Remuneration Committee of M/s BLB Commodities Limited, Wholly Owned Subsidiary of your Company and does not hold any Chairmanship/ Membership of the Audit Committee, Shareholders' / Investor Grievance Committee or Remuneration Committee of other Public Limited Company whether listed or not.

The Board considers the re-appointment of Shri Brij Rattan Bagri as a Director in the interest of the Company and accordingly recommends the same.

SHRI VIKRAM RATHI

Shri Vikram Rathi, aged 48 years, is a B.Com (Hons.) graduate and is a Fellow Member of The Institute of Chartered Accountants of India has a total work experience of 25 years. Shri Vikram Rathi is contributing and advising on the corporate, legal and financial affairs of the Company. He plays a vital role in the present strength and existence of the Company.

Shri Vikram Rathi holds Directorship in M/s BLB Commodities Limited, M/s BLB Global Business Limited, M/s Sri Sharadamba Properties Limited and M/s Sri Chaturbhuj Properties Limited, Wholly Owned Subsidiaries of your Company and M/s BLB Singapore Ventures Pte. Ltd., Step Down Subsidiary of your Company.

Further, he is also the Chairman of Audit Committee of M/s BLB Commodities Limited and Chairman of Investment Committee of your Company.

Shri Vikram Rathi holds 43,400 equity shares in the Company.

The Board considers the re-appointment of Shri Vikram Rathi as a Director in the interest of the Company and accordingly recommends the same.

Registered Office:

Plot No. 1328, Sector-28,
Near HUDA Market, Faridabad-121002,
Haryana

**By Order of the Board of Directors of
BLB Limited
CIN: L67120HR1981PLC051078**

Place : New Delhi

Date : 13.08.2014

**(Vikram Rathi)
Executive Director
DIN: 00007325**

ATTENDANCE SLIP**BLB LIMITED**

CIN: L67120HR1981PLC051078

Plot No. 1328, Sector-28, Near HUDA Markets, Faridabad-121002, Haryana

33RD ANNUAL GENERAL MEETING, 24TH SEPTEMBER, 2014

Registered Folio No. / DP ID No. Client ID No.

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Number of Shares held

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I certify that I am a member / proxy for the member(s) of the Company.

I hereby record my presence at the 33rd Annual General Meeting of the Company being held at the Municipal Corporation Faridabad (MCF) Auditorium, Near Neelam Chowk, Faridabad, Haryana on Wednesday, 24th September, 2014, at 11:30 A.M.

.....
Name of the Member / Proxy
(in BLOCK letters).....
Signature of the member / proxy*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.*

BLB LIMITED**FORM MGT 11****PROXY FORM**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

CIN : **L67120HR1981PLC051078**Name of the company : **BLB LIMITED**Registered office : **Plot No. 1328, Sector-28, Near HUDA Markets, Faridabad-121002, Haryana**

Name of the member (s) :

Registered address :

E-mail Id :

"Folio No/ Client Id :

DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name : E-mail Id :

Address :

: Signature :

or failing him/her

2. Name : E-mail Id :

Address :

: Signature :

or failing him/her

3. Name : E-mail Id :

Address :

: Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Wednesday, the 24th day of September, 2014 At 11:30 A.M. at Municipal Corporation Faridabad (MCF) Auditorium, Near Neelam Chowk, Faridabad, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below :