

Blueblood Ventures Limited
9th ANNUAL REPORT
2015-16

Board of Directors

Mr. Suresh Bohra
Din: 00093343

Managing Director

Mrs. Babita Bohra
Din: 01149417

Director

Mr. Pushpendra Surana
Din:01179041

Director

Mr. Syed Liaqat Ali
Din: 07126754

Director

Mr. Manjeet Pugalia
Din: 07131803

Director

Mrs. Gurpreet Kaur

CFO

Ms. Neha Gupta

Company Secretary

Statutory Auditors
M/s VSD & Associates
Chartered Accountants
DD-34, Basement, Kalkaji-110019

Secretarial Auditor
M/s. MZ & Associates
3/31, West Patel Nagar, New Delhi 110008

Registered Office:
101, P-27, Malviya Nagar,
New Delhi-110017

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NOTICE

Notice is hereby given that the 9th Annual General Meeting of **BLUEBLOOD VENTURES LIMITED** will be held on Monday, the 19th day of September, 2016 at 09:30 A.M. at 601, 6th Floor, 58 Sahyog Building, Nehru Place, New Delhi- 110019 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Mr. Suresh Bohra (DIN 00093343), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of the Section 152 of the Companies Act, 2013, Mr. Suresh Bohra (DIN 00093343), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. Ratification of appointment of Statutory Auditors of the Company:

"RESOLVED THAT pursuant to provisions of Section 139, 142 and all other applicable provisions of Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force the company hereby ratifies the appointment of M/s VSD & Associates, Chartered Accountants (Firm Registration No. 087382) as Statutory Auditors of the Company, as recommended by the Audit Committee, to hold office from the conclusion of 9th Annual General Meeting till the conclusion of the 14th Annual General Meeting of the Company subject to ratification at every Annual General Meeting be and is hereby approved at such remuneration as shall be fixed by the Director of the Company and the Auditors."

Special Business:

4. To authorize the Board of Directors of the Company to borrow money from time to time under Section 180(1)(c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 180 (1) (c) of the Companies Act, 2013, read with the Companies (Meetings of Board and its powers) Rules, 2014 (including any statutory modifications or amendment(s) thereto for the time being in force), the unanimous consent of the Board of Directors of the Company be and is hereby accorded to borrow any sum or sums of money from time to time, on such terms and conditions and with or without security as the Board of Directors may deem fit from banks, financial institutions or any other kind of lenders notwithstanding that the money or money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained

from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not so set aside for any specific purposes, provided however that the total amount so borrowed and remaining outstanding at any particular time shall not exceed 1000 crores (Rupees One Thousand Crores Only) at any point of time subject to the approval of Shareholders in the General Meeting.

5. To authorize the Board of Directors of the Company to provide Security under Section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 180 (1) (a) and other applicable provisions , if any, of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto for the time being in force) , consent of the Company be and is hereby accorded to the Board of Directors of the Company to create charges, hypothecations, mortgages or other encumbrances in addition to the existing charges, hypothecations, mortgages or to other encumbrances, if any, on such terms and conditions and at such time or times and in such form or manner as it may think fit, the whole or substantially the whole of the Company's any one or more of the undertaking or all the undertakings, including the present and/future properties, whether movable or immovable comprised in any existing or new undertaking/undertakings of the Company, as the case may be in favour of any one or more of the combination of banks, financial institutions, firms, companies, bodies corporate, mutual funds, trusts, other organisations, institutions or any other persons etc. (hereinafter collectively referred to as the 'Lenders') on such terms and conditions as the Board may think fit in the best interest of the Company and as agreed between the Board and Lenders, in order to secure the loans advanced/to be advanced by such lenders to the Company together with interest at the agreed rates, compound/additional interest, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other money (ies) payable by the Company in respect of the said borrowings i.e. borrowings permitted under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to execute such deeds, documents or writings as are necessary or expedient, on behalf of the Company for giving effect to the above resolution."

6. **To approve investment limit up to Rs. 500 crore and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as special resolution:**

"RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary; the consent of Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to:

Make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate, and give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate, provided

that the aggregate amount of such loan, investment and guarantee outstanding at any time shall not exceeds rupees five hundred crore;

RESOLVED FURTHER THAT, the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution."

- 7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution for re-appointment of Mr. Syed Liaqat Ali as an Independent Director:-**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Syed Liaqat Ali (DIN:07126754), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Listing Regulations, who was appointed as an Independent Director not liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a term of 5 (five) years from the conclusion of this Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company to be held in the calendar year 2021."

Registered Office:

101,P-27, MALVIYA NAGAR,
MAIN MARKET NEW DELHI-110017
Date: - 19th August, 2016
Place: - New Delhi

By order of the Board
For **Blueblood Ventures Limited**
SD/-
Neha Gupta
Company Secretary
Membership No. A42951

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 4, 5, 6 and 7 are annexed hereto. Information under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also provided in the Explanatory Statement.

2. A Member of the company 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 the proxy need not be a member of the company. A blank form of the proxy is enclosed. The instrument appointing the proxy should, however, be deposited at the registered office of the company duly completed not later than forty eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 a 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 true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday 12th September, 2016 to Friday 16th September, 2016 (both days inclusive).

5. Members are requested:

- i) to kindly notify the change of address, if any, to the Company/their Depository Participant.
- ii) to bring their attendance slip along with their copy of the Annual Report in the Meeting.
- iii) to deposit the duly completed attendance slip at the Meeting.

6. Members may use the facility of Nomination. A Nomination Form will be supplied to them on request.

7. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays during business hours up to the date of the Annual General Meeting.

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

9. The Register of Contracts or Arrangement in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

10. The copies of the Annual Reports will not be distributed at the Annual General Meeting (AGM). Members are requested to bring their copies to the meeting. The Annual Report of the Company is also available on the Company's website www.bluebloodventure.com.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4 & 5

The Directors of the Company at their meeting held on 12th March, 2015 has passed the Special Resolution to borrow monies upto Rs. 100 Crore under section 180 (1) (c) and to secure the same by mortgage/charge on all movable and/or immovable properties under section 181 (1) (a) which was approved by the members of the Company at their Extraordinary General Meeting held on 16th March, 2015.

Further, The Board felt that there is necessity for increased borrowings powers to meet the future plans. The Board as its meeting held on 19th August, 2016 subject to the approval of the shareholder in the ensuing general meeting authorized the board to borrow moneys from bankers, financial institutions and other sources, as may be exceed the aggregate paid-up capital and its free reserves, provided however, the total amount of such borrowing shall not exceed the sum of Rs. 1000 Crores (Rupees Thousand Crores Only) at any time.

The Board of Directors of your Company has approved the borrowings and /or creation of security on the assets of the Company at their meeting held on 19th August, 2016 and recommends the Special Resolutions as set out at Item no. 4 and 5 of the Notice for the approval by the members of the Company.

None of the Directors /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No 4 and 5 of the Notice except to the extent of their shareholding, if any, in the Company.

Item No. 6

In view of increased turnover and profitability during past years, sometime company may have spare funds. For better utilization of these liquid funds in the hands of company may be invested into securities. It may also require to giving loan, guarantee or provide security during course of business in the interest of company.

Board of Directors in their meeting held on 19th August, 2016 decided to seek approval of shareholders to make investment or give loan, guarantee or provide security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

Section 186 of the Companies Act, 2013 is being notified and shall come into force with effect from 01st April, 2016 and accordingly your company is required to obtain approval by passing special resolution in general meeting in case it proposes to make investment or give loan, guarantee or provide security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

In view of better utilization of funds available with the company it is proposed to pass enabling resolution authorizing board of directors of the company to make investment or give loan, guarantee or provide security within the limits as mentioned in proposed resolution.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 7

Mr. Syed Liaqat Ali was appointed as the Independent Directors of the Company and have held the position since year 2015.

Section 149 of the Act inter- alia stipulates the criteria of independence should a Company propose to appoint an independent director on its Board. As per the said Section, an independent director can hold office for a term up to five consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

It is proposed to re- appoint Mr. Syed Liaqat Ali as an Independent Directors under Section 149 of the Act and Regulation 25(2) of the LODR regulations to hold office for five consecutive years for a term up to the conclusion of the 14th Annual General Meeting of the Company in the calendar year 2021.

The Company has received necessary declaration from Mr. Syed Liaqat Ali that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 25(4) LODR Regulations.

In the opinion of the Board of Directors, Mr. Syed Liaqat Ali fulfils the conditions for appointment as an Independent Director as specified in the Act and the LODR Regulations. Mr. Syed Liaqat Ali is independent of the management.

Mr. Syed Liaqat Ali is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of each of Mr. Syed Liaqat Ali for the office of the Directors of the Company.

Mr. Syed Liaqat Ali aged about 64 Years. (He is a Non Executive, Independent Director of the Company has over 30 years of experience. He has worked as an import and export manager in EURO Garment Factory, Manama, Bahrain. He has to his credit of working in almost most of the gulf countries. He has graduated from Calcutta University).

Mr. Syed Liaqat Ali has been on the Board of the Company since 21st March, 2015.

He is on the Committee of following other companies including Blueblood Ventures Limited:

Name of the Company	Name of Committee	Committee position
Blueblood Ventures Limited	Audit Committee	Member
Blueblood Ventures Limited	Nomination and Remuneration Committee	Member

Mr. Syed Liaqat Ali does not hold any share in the Company.

Copy of the draft letter for appointment of Mr. Syed Liaqat Ali as an Independent Directors setting out the terms and conditions are available for inspection by members at the registered office of the Company.

This statement may also be regarded as a disclosure under LODR Regulations 25 with the Stock Exchanges.

Mr. Syed Liaqat Ali is interested in the Resolution set out respectively at Item No. 7 of the Notice with regard to their respective appointment. The relatives of Mr. Syed Liaqat Ali may be deemed to be interested in the resolutions set out respectively at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No.7 of the Notice.

The Board considers that continued association of Mr. Syed Liaqat Ali would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Details of Directors retiring by rotation and proposed to be re-appointed and re-appointment of independent directors (Pursuant to Regulation 36(3) of Securities and Exchange Board of India (SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards Issued by the Institute of Company Secretaries of India

Name of the Director	Mr. Suresh Bohra (Managing Director)	Mr. Syed Liaqat Ali
DIN No.	00093343	07126754
Date of Birth	24.07.1967	01.01.1952
Date of first Appointment	23.02.2007	21.03.2015
Experience/Expertise in Specific Functional Areas	Mr. Suresh Bohra aged 47 years is a management graduate in finance. He has been active in loan syndication, project financing, project appraisal, drafting of Prospectus and Letter of Offer, Equity and Venture capital syndication since the year 1992. He is a seasoned Equity & Commodity Trader Desk of M/s RK Global Share & Securities Ltd. In launching low fixed monthly brokerage broking house of India. He has good knowledge of Regulatory Framework and has over 15 years of experience in investment banking.	Mr. Syed Liaqat Ali aged about 64 Years. (He is an Non Executive, Independent Director of the Company has over 30 years of experience. He has worked as an import and export manager in EURO Garment Factory, Manama, Bahrain. He has to his credit of working in almost most of the gulf countries. He has graduated from Calcutta University).