

29.08.2019

Scrip code: BSE: 532290

NSE: BLBLIMITED

ISIN.: INE791A01024

The Manager (Listing)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001

The Manager (Listing)
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai-400 051

Dear Sir/Madam,

Subject: Minutes of the 38th Annual General Meeting

We are please to enclose herewith a copy of minutes of the 38th Annual General Meeting of the Company held on Thursday, August 01, 2019.

This is for your kind information and records.

Thanking you,

Yours Sincerely,

For **BLB LIMITED**



(VARSHA YADAV) *
COMPANY SECRETARY

Encl.: a/a

BLB Limited |

CIN : L67120HR1981PLC051078

Corporate Member : NSE & BSE

Corporate Office : H.No. 4760-61/23, 3rd Floor, Ansari Road, Darya Ganj, New Delhi-110 002 Tel : 011-49325600

Registered Office : SCO (Shop Cum Office) No.22, Spring Field Colony, Extension No.1, Near Sector 31-32, Faridabad-121003, Haryana

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

MINUTES OF THE 38TH ANNUAL GENERAL MEETING OF BLB LIMITED HELD ON THURSDAY, THE 01ST DAY OF AUGUST, 2019 COMMENCED AT 11:00 A.M. AND CONCLUDED AT 12:00 P.M. AT MAGPIE TOURIST RESORT, (A UNIT OF HARYANA TOURISM CORPORATION LTD.), 16A, MATHURA ROAD, FARIDABAD-121002, HARYANA

DIRECTORS' PRESENT:

SH. BRIJ RATTAN BAGRI	- CHAIRMAN
SMT. DHWANI JAIN	- DIRECTOR AND CHAIRMAN OF AUDIT / STAKEHOLDERS / NOMINATION & REMUNERATION COMMITTEE
SH. VIKRAM RATHI	- EXECUTIVE DIRECTOR

IN ATTENDANCE:

MS. VARSHA YADAV	- COMPANY SECRETARY
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INVITEES:

SH. RAMESH KUMAR AHUJA	- REPRESENTATIVE OF M/S R.K. AHUJA & CO., CHARTERED ACCOUNTANTS, STATUTORY AUDITORS
SH. SHASHIKANT TIWARI	- PARTNER OF M/S. CHANDRASEKARAN ASSOCIATES, SECRETARIAL AUDITORS AND SCRUTINIZER
MR. ANSHUL MEHRA	- CHIEF FINANCIAL OFFICER

MEMBERS PRESENT

52 members holding 32,390,565 Equity Shares (61.27%) were present in person and 12 members holding 13,833,789 Equity Shares (26.17%) including authorized representative were present through proxy.

CHAIRMAN OF THE MEETING

In terms of Article 62 of the Article of Association of the Company, Sh. Brij Rattan Bagri, Chairman of the Board of Directors occupied the Chair.

All the Directors except Sh. Ram Pal Sharma and Sh. Chitter Kumar Aggarwal, Independent Directors attended the meeting.

He explained that Sh. Ram Pal Sharma and Sh. Chitter Kumar Aggarwal could not attend the meeting due to pre- occupation.

QUORUM

Company Secretary with the permission of Chair declared that the requisite quorum was present, and thereafter called the meeting to order.

CHAIRMAN'S
INITIALS

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PROCEEDINGS

It was informed by the Company Secretary that the Register of Members, Proxy Register, Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts and Arrangements in which Directors are interested, Financial Statement of Subsidiaries, Memorandum and Articles of Association, Minutes of previous Annual General Meeting and other relevant documents required to be kept open for inspection were available for inspection during the meeting.

Company Secretary informed the members that since there were no qualifications, observations, comments or other remarks in the Auditors Report and the Secretarial Auditors Report, therefore the same were taken as read with permission of members present at the meeting.

The Chairman then addressed the members and delivered his speech on Company's performance and future outlook.

The Chairman explained the objective and implications of the resolutions proposed to be passed at AGM. Thereafter he asked the shareholders present to raise queries, if any, on the financials or working of the Company, thereafter few Shareholders present therein raised their queries on the financials of the Company which were replied by the Chairman to their satisfaction.


The Company Secretary then informed that in compliance with the provisions of the Companies Act, 2013, along with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided to the Members the facility to cast their vote through remote e-voting facility which commenced from **Monday, July 29, 2019 (9:00 A.M. IST)** and ended on **Wednesday, July 31, 2019 (5:00 P.M. IST)**, on the resolutions set forth in the Notice of the AGM dated July 02, 2019.

It was further informed to the members that who had not cast their votes through remote e-voting are provided with an opportunity to cast their votes at the meeting through Ballot papers. For the said purpose Company had appointed Mr. Rupesh Agarwal (COP: 5673) failing him Mr. Lakhan Gupta (COP: 13725), failing him Mr. Shashikant Tiwari (COP: 13050), Practicing Company Secretaries as the Scrutinizer to scrutinize the e - voting process and also voting through Ballot Paper.

Mr. Shashikant Tiwari, Scrutinizer was present during the meeting.

The members were told that the combined results of e-voting and ballot papers shall be posted on the website of the Company, NSDL, and the Stock Exchanges within 48 hours from the conclusion of the meeting.

Further the members were informed that in case of ambiguity about the validity of proxy, the scrutinizer shall decide the same in consultation with the Chairman, and the decision of scrutinizer on the validity or otherwise shall be final.

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Mr. Shashikant Tiwari, Scrutinizer showed the empty Ballot boxes to the members.

Company Secretary requested the members and proxies to cast their votes in respect of all the agenda items as stated in the Notice of Annual General Meeting on the polling/ballot paper provided to them. The members were allotted 15 minutes for casting their votes through polling process.

After ensuring that all the members and proxies participating in the poll had casted their votes, the scrutinizer closed the poll, locked & sealed the Ballot Boxes in presence of the members and took the custody of the same.

Further, on the basis of votes received on the items of business contained in the Notice of the AGM through remote e-voting and Poll, the Scrutinizer submitted his report for the remote e-voting and poll to the Chairman of the Meeting. As per the report, the following resolutions were passed by the members of the Company with the requisite majority:

1. CONSIDERATION, APPROVAL AND ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 ALONG WITH INDEPENDENT AUDITORS' REPORT THEREON AND DIRECTORS' REPORT OF THE COMPANY.

Sh. Brij Rattan Bagri proposed the following resolution as an ordinary Resolution, which was seconded by Sh. Vikram Rathi.

"RESOLVED THAT audited Financial Statements of the Company for the financial year ended March 31, 2019 along with Independent Auditors' Report thereon and Directors' Report of the Company be and are hereby received, considered, approved and adopted."

Summary of the remote e-voting and voting through ballot papers on above resolution is as follows:

Total No. of Valid Votes Cast (E-voting & Poll)	Total No. of Votes cast in favour (E-voting & Poll)	Total No. of Votes cast against (E-voting & Poll)	Total no. of Invalid votes
46006561	46006345	216	0

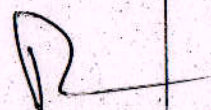
The above resolution was passed by requisite majority as an **Ordinary Resolution**.

2. APPOINTMENT OF DIRECTOR IN PLACE OF SH. VIKRAM RATHI (DIN: 00007325), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Sh. Ajay Kumar proposed the following resolution as an ordinary Resolution, which was seconded by Sh. Vinod Singh Rawat.

"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

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offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Summary of the remote e-voting and voting through ballot papers on above resolution is as follows:

Total No. of Valid Votes Cast (E-voting & Poll)	Total No. of Votes cast in favour (E-voting & Poll)	Total No. of Votes cast against (E-voting & Poll)	Total no. of Invalid votes
46006561	46006345	216	0

The above resolution was passed by requisite majority as an **Ordinary Resolution**.

3. APPOINTMENT OF SH. KEHSAV CHAND JAIN (DIN: 00007539) AS DIRECTOR OF THE COMPANY

Sh. Vikram Rathi proposed the following resolution as an ordinary Resolution, which was seconded by Sh. Deepak Shrivastava.

“RESOLVED THAT pursuant to the provisions of Section 152 and 160 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company and as recommended by Nomination and Remuneration Committee, Board of Directors and in respect of whom the Company has received from a member a notice in writing pursuant to the requirements of Section 160 of the Act proposing his candidature for appointment as a Director, consent of the members of the Company be and is hereby accorded for appointment of Sh. Keshav Chand Jain (DIN: 00007539) as Non Executive Director liable to retire by rotation notwithstanding that Sh. Keshav Chand Jain attained the age of 75 years on 10th April, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Summary of the remote e-voting and voting through ballot papers on above resolution is as follows:

Total No. of Valid Votes Cast (E-voting & Poll)	Total No. of Votes cast in favour (E-voting & Poll)	Total No. of Votes cast against (E-voting & Poll)	Total No. of Invalid votes
46006561	46006345	216	0

The above resolution was passed by requisite majority as a **Special Resolution**.

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4. APPOINTMENT OF SH. ANSHUL MEHRA (DIN: 00014049) AS WHOLE TIME DIRECTOR OF THE COMPANY

Sh. Vikram Rathi proposed the following resolution as an ordinary Resolution, which was seconded by Sh. Brij Rattan Bagri.

"RESOLVED THAT pursuant to Section 196, 197 and 203 read with rules made thereunder and Schedule V and other applicable provision, if any, of the Companies Act, 2013 and any amendment or re-enactment thereof for the time being and subject to such other approvals as may be necessary and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Sh. Anshul Mehra (DIN: 00014049) as a Whole Time Director, designated as an Executive Director of the Company for a term of three (3) years with effect from 01st August, 2019 to 31st July, 2022 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to fix and pay the remuneration to Sh. Anshul Mehra for a term of three (3) years with effect from 01st August, 2019 within the overall limit of Rs. 30 lacs per annum (gross) including changing his designation or in the event of loss or inadequacy of profits in any year during his tenure the aforesaid remuneration and perquisites shall be minimum remuneration subject to the compliance of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in addition to the aforesaid remuneration, Sh. Anshul Mehra shall be entitled to Contribution to provident fund and Leave and Travel Concession including encashment of leave as per the Company's Policy and the same shall not be part of overall limit of Rs. 30 lacs per annum (gross) or such minimum remuneration subject to the compliance of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such further acts, deeds, things and execute all such documents, instruments and writings as may be required to take all such actions as may be required to give effect to the above said resolution."

Summary of the remote e-voting and voting through ballot papers on above resolution is as follows:

Total No. of Valid Votes Cast (E-voting & Poll)	Total No. of Votes cast in favour (E-voting & Poll)	Total No. of Votes cast against (E-voting & Poll)	Total No. of Invalid votes
46006561	46006345	216	0

The above resolution was passed by requisite majority as a **Special Resolution**.

CHAIRMAN'S
INITIALS

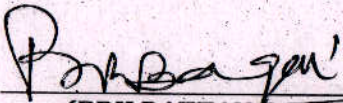
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VOTE OF THANKS

There being no other business to transact at the meeting. Sh. Vikram Rathi, Executive Director of the Company, gave a vote of thanks to the Chair and appreciated all the members for sparing their valuable time and for the co-operation extended by them.

With this the proceedings of the 38th Annual General Meeting stood concluded at 12:00 P.M.

Date of Entry : 28.08.19
Date of Signing : 28.08.19
Place of signing : New Delhi


(BRIJ RATTAN BAGRI)
Chairman of the Meeting

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