

Date: 20.04.2019

**Scrip Code: 532290/BLBLIMITED**  
**ISIN No.: INE791A01024**

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

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

**Dear Sir/Ma'am,**

**Sub: Postal Ballot Notice**

Pursuant to Regulation 30(6) of the SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions, if any, we are pleased to enclose the postal ballot notice seeking approval of the shareholders on the following matters-

1. Shifting of registered office of the company from State of Haryana to NCT of Delhi.
2. Approval for appointment of Sh. Chitter Kumar Aggarwal as an Independent Director of the Company.
3. Approval for appointment of Sh. Ram Pal Sharma as an Independent Director of the Company.

Further, please find below the schedule of events for Postal Ballot:

<b>Benpose Date for Sending Notice</b>	18.04.2019
<b>Date of Completion of Dispatch</b>	18.04.2019
<b>Cut-off Date</b>	12.04.2019
<b>Remote e-Voting Start Date and Time</b>	19.04.2019; 09.00 A.M.
<b>Remote e-Voting End Date and Time</b>	18.05.2019; 05:00 P.M.
<b>Scrutinizer's Report</b>	On or Before 20 <sup>th</sup> May, 2019
<b>Declaration of Results</b>	On or Before 20 <sup>th</sup> May, 2019



**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

Further, Please note that the Postal Ballot Notice dated 09<sup>th</sup> April, 2019 along with Explanatory Statement and Postal Ballot Form are being sent to members of the Company. The said documents can be accessed on the website of the Company at [www.blblimited.com](http://www.blblimited.com).

You are requested to take the same on record.

Thanking you,

For BLB LIMITED

*Varsha*



**(VARSHA YADAV)**  
**COMPANY SECRETARY**  
**M. No. : A- 39192**

*Encl: a/a*

**BLB Limited**

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Website : [www.blblimited.com](http://www.blblimited.com), Email : [infobl@blblimited.com](mailto:infobl@blblimited.com)

## **BLB LIMITED**

(CIN: L67120HR1981PLC051078)

Regd. Office: SCO (Shop-cum-Office) No.22, Spring Field Colony, Extn. No.1, Near Sector No.31-32, Faridabad, Haryana, 121003  
E-mail: csblb@blblimited.com | infobl@blblimited.com | Website: www.blblimited.com | Tel.:011-49325600

### **NOTICE OF POSTAL BALLOT**

**(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014)**

Dear Shareholder(s),

**NOTICE** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as "the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force (hereinafter referred as "the Rules"), as amended, and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") (including any Statutory modification or re-enactment thereof for the time being in force), that the Company proposes to seek approval of the members by passing of the proposed resolutions appended below through postal ballot including voting by electronic means (Remote e-voting).

The explanatory statement pursuant to Section 102 of the Act setting out the material facts and reasons for the proposed resolutions are annexed herewith.

The Company has appointed Mr. Rupesh Agarwal (Membership No. 16302), Managing Partner and failing him, Mr. Lakhan Gupta (Membership No. A36583) and failing him, Mr. Shashikant Tiwari (Membership No. 28994) Partners of M/s Chandrasekaran Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot and Remote e-voting process thereto in accordance with the provisions of the Act and the Rules in a fair and transparent manner.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage stamped

Envelope so as to reach the Scrutinizer not later than 17:00 Hours IST on Saturday, 18th May, 2019. Postal Ballot Forms received after said date will be treated as 'invalid'. Pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and Section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice.

In compliance with the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations") and any other applicable provisions, if any, the Company is pleased to provide members (whether holding shares in physical or in dematerialized form) the facility to cast their vote electronically for the resolutions proposed to be passed through postal ballot.

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing Remote e-voting facility to the Members of the Company. The Remote e-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Members desiring to opt for the Remote e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given there under.

The scrutinizer, after completion of the scrutiny, will submit his report to the Chairman or any other person of the Company authorized by the Chairman of the Company. The result of the voting on the Resolutions by postal ballot and Remote e-voting will be declared on Monday, May 20, 2019 at the corporate office of the Company at H. No. 4760-61/23, 03rd Floor, Ansari Road,

Daryaganj, New Delhi - 110002. The results of the postal ballot along with the scrutinizer's report will be placed on the Company's website www.blblimited.com and Notice Board of the Company at registered office & corporate office and will be communicated to National Stock Exchange of India Limited, BSE Limited, where the Company's equity shares are listed and National Securities Depository Limited (NSDL).

#### **SPECIAL BUSINESSES:**

##### **1. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM STATE OF HARYANA TO NCT OF DELHI**

To consider and if thought fit, to accord assent/dissent to the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 12, 13 of the Companies Act, 2013 and read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of Haryana to National Capital Territory (NCT) of Delhi and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

***II. The Registered Office of the Company will be situated in the National Capital Territory (NCT) of Delhi.***

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be and are hereby authorized to file necessary e-forms with Registrar of Companies, Delhi & Haryana, file applications/petitions, issue

notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard and delegate all or any of its powers herein conferred to any Director(s), Officer(s) and/or the Consultant of the Company, if required, as it may in its absolute discretion deem it necessary or desirable to take all necessary steps to give effect to the above resolution."

##### **2. APPROVAL FOR APPOINTMENT OF SH. CHITTER KUMAR AGGARWAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to accord assent/dissent to the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV 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), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), Sh. Chitter Kumar Aggarwal (DIN: 00038502), who was designated as an Independent Director of the Company by the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and shall hold office for a period of five consecutive years from the date of appointment i.e. 20th September, 2018 up till 19th September, 2023.

**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."

##### **3. APPROVAL FOR APPOINTMENT OF SH. RAM PAL SHARMA AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to accord assent/ dissent to the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof), Sh. Ram Pal Sharma (DIN: 02785619), who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors w.e.f. 20th September, 2018, and who holds office till the date of the AGM in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as a Director in the category of Independent Director of the Company, not liable to retire by rotation and shall hold office for a period of five consecutive years from the date of appointment i.e. 20th September, 2018 up till 19th September, 2023.

**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."

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

**(Varsha Yadav)**

**Company Secretary**

**M. No. A-39192**

**Place : New Delhi**

**Date : 09.04.2019**

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

**NOTES AND INSTRUCTIONS:**

1. The Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 read with other applicable provisions in respect of the resolutions specified above are annexed hereto.

2. The Postal Ballot Notice is being sent to the members by the prescribed mode under the Rules whose names appear in the Register of Members/ Record of Depositories as on Friday, April 12, 2019 i.e. the cut off date to ascertain members for dispatch of Postal Ballot Notice.
3. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, April 12, 2019.
4. The Postal Ballot Notice is being sent electronically by email to those members who have registered their email IDs with the Company and for the members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent through permitted mode (i.e. courier/registered post/speed post) along with Postal Ballot Form and self-addressed Postage stamped envelop.
5. Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, April 12, 2019 will be considered for the purpose of voting. A person who is not a Member of the Company as on Friday, April 12, 2019 i.e. the cut-off date for reckoning voting rights, should treat this Notice for information purposes only.
6. The voting period will commence on Friday, April 19, 2019 at 09.00 a.m. (IST) and shall end on Saturday, May 18, 2019 at 05.00 p.m. (IST) (inclusive of both days) for the Members exercising their voting either by Postal Ballot Form or through electronic voting. The Remote e-voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.
7. Voting through Remote E-voting process is optional. Members have the option either to vote through the Remote e-voting process or through the Postal Ballot Form.
8. A Member can opt for only one mode of voting, i.e., either by physical Postal Ballot Form or Remote e-voting. In case Members cast their votes through both the modes, voting done by Remote e-voting shall prevail and votes cast through physical Postal Ballot forms will be treated as invalid

9. A member desiring to exercise vote by remote e-voting / physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Notice, as applicable, and cast their votes in electronic mode / return the duly completed form in the attached self-addressed postage envelope, so as to reach the Scrutinizer at H. No. 4760-61/23, 03rd Floor, Ansari Road, Daryaganj, New Delhi - 110002, India, on or before 05:00 p.m. on Saturday, May 18, 2019. The Postal Ballot Forms received after 5.00 p.m. on Saturday, May 18, 2019, will be treated as invalid.
10. A Member cannot exercise his vote by proxy on postal ballot.
11. A Member who received the Postal Ballot Notice by e-mail and wish to obtain a physical copy of the Postal Ballot Form or any member wish to obtain a duplicate Postal Ballot Form, can obtain a Postal Ballot Form or a duplicate, by sending e-mail to [csblb@blblimited.com](mailto:csblb@blblimited.com) or by downloading the Postal Ballot Form from the Company's website [www.blblimited.com](http://www.blblimited.com).
12. The results of the Postal Ballot will be declared on Monday, May 20, 2019 at the corporate office of the Company i.e. H. No. 4760-61/23, 03rd Floor, Ansari Road, Daryaganj, New Delhi - 110002. The results of the postal ballot along with the scrutinizer's report will be placed on the Company's website [www.blblimited.com](http://www.blblimited.com) and Notice Board of the Company and on the website of NSDL and will be communicated to National Stock Exchange of India Limited and BSE Limited, where the Company's equity shares are listed.
13. The resolutions will be taken as passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. Saturday, May 18, 2019 "deemed date of passing of the resolutions", if the resolutions are approved by the members with the requisite majority.
14. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during 02:00 p.m. to 04:00 p.m. on all working days from date of dispatch until the last date of receipt of votes by Postal Ballot / Remote e-voting i.e. Saturday, May 18, 2019.
15. **Voting through electronic means:**
- (a) 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations") and any other applicable provisions, the Company is pleased to provide members the facility to its members, to cast their vote electronically for the resolution proposed to be passed through postal ballot. The Company has appointed National Securities Depository Limited (NSDL) to provide Remote e-voting facility to its members.
- (b) The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i.e. Friday, April 12, 2019.
- (c) The remote e-voting period commences at 9:00 a.m. on Friday, April 19, 2019 and ends at 5:00 p.m. on Saturday, May 18, 2019 (inclusive of both days). The Remote e-voting module shall be disabled by NSDL for voting thereafter. During the Remote e-voting period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date of Friday, April 12, 2019, may cast their vote electronically.
- (d) **For those shareholders opting for e-voting, the process and manner of e- voting will be as follows:**
- How do I vote electronically using NSDL e-Voting System?**
- The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:
- Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID detail is given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password detail is given below:

<ol style="list-style-type: none"> <li>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</li> <li>b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</li> <li>c) How to retrieve your 'initial password'?               <ol style="list-style-type: none"> <li>1. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</li> <li>2. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.</li> </ol> </li> </ol>
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6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details / Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **[rupesh@cascsindia.com](mailto:rupesh@cascsindia.com)** with a copy marked to **[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)**.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

**ITEM NO. 1:**

Presently, the Registered Office of the Company is situated in the State of Haryana and the Corporate office of Company overseeing the day to day operations of the



Company is in National Capital Territory (NCT) of Delhi. To exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company in its meeting held on April 09, 2019 has recommended to shift the Registered Office of the Company from the State of Haryana to National Capital Territory (NCT) of Delhi.

The shifting of Registered Office from the State of Haryana to National Capital Territory (NCT) of Delhi is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of the members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

In light of above, the Board recommends the resolution set forth in Item No. 1 for the approval of Members by way of Special resolution.

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

**ITEM NO. 2:**

Sh. Chitter Kumar Aggarwal (DIN: 00038502) is of 70 years of age at present and was appointed as Director of BLB Limited with effect from 28th August, 2018 at the Annual General Meeting of the Company. Further, Sh. Chitter Kumar Aggarwal was designated as an Independent Director of the Company in the Board meeting held on 20th September, 2018 subject to the

approval of shareholders of the Company in the next Shareholders Meeting.

He has around 48 years of experience in day to day management, Corporate functions, Accounts, Finance, Taxation etc.

Sh. Chitter Kumar Aggarwal has confirmed his eligibility and given his consent for such appointment and gave declaration of his independence pursuant to Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 and pursuant to the circular relating to the "enforcement of SEBI Order regarding appointment of directors by listed companies" dated June 20, 2018, Sh. Chitter Kumar Aggarwal is not debarred from holding the office of director pursuant to any SEBI order.

Sh. Chitter Kumar Aggarwal holds Directorship in BLB Limited and does not hold any shares of the Company.

Sh. Chitter Kumar Aggarwal is not related to any other Director, Key Managerial Personnel or their relatives of the Company.

A copy of the draft letter of appointment for regularization of Sh. Chitter Kumar Aggarwal, setting out the terms and conditions are available for inspection by members at the registered office of the Company and is also available at website of Company [www.blblimited.com](http://www.blblimited.com).

The Board of Directors of your Company considers and is of opinion that his continued association would be of immense benefit to the Company and it is desirable to continue his directorship. He brings valuable judgement in the Board's deliberations and decisions accordingly the Board recommends the resolution set forth in Item No. 2 for the approval of Members by way of Ordinary resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations, Secretarial Standards and/or any other applicable laws.

None of Directors/Key Managerial Personnel of the

Company or their relatives are in any way interested or concerned, financially or otherwise, in the said resolution except Director himself.

**ITEM NO. 3:**

Sh. Ram Pal Sharma (DIN: 02785619) is of 71 years of age at present and was appointed as Additional Independent Director of BLB Limited with effect from 20th September, 2018, subject to the approval of shareholders of the Company. Pursuant to the provisions of section 161(1) of the Companies Act, 2013, he will hold office up to the date of the Annual General Meeting of the Company to be held for FY 2018-19.

He has around 49 years of experience in day to day management, Corporate functions, Accounts, Finance, Taxation etc.

Sh. Ram Pal Sharma has confirmed his eligibility and given his consent for such appointment and gave declaration of his independence pursuant to Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 and pursuant to the circular relating to the "enforcement of SEBI Order regarding appointment of directors by listed companies" dated June 20, 2018, Sh. Ram Pal Sharma is not debarred from holding the office of director pursuant to any SEBI order.

Sh. Ram Pal Sharma holds Directorship in BLB Limited and does not hold any shares of the Company.

Sh. Ram Pal Sharma is not related to any other Director, Key Managerial Personnel or their relatives of the Company.

The Company has also received a Notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Sh. Ram Pal Sharma as Director in the capacity of an Independent Director of the Company.

A copy of the draft letter of appointment for regularization of Sh. Ram Pal Sharma, setting out the terms and conditions are available for inspection by members at the registered office of the Company and is also available at website of Company [www.blblimited.com](http://www.blblimited.com).

The Board of Directors of your Company considers and is of opinion that his continued association would be of immense benefit to the Company and it is desirable to continue his directorship. He brings valuable judgment in the Board's deliberations and decisions accordingly the Board recommends the resolution set forth in Item No. 3 for the approval of Members by way of Ordinary resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations, Secretarial Standards and/or any other applicable laws.

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

## BLB LIMITED

(CIN: L67120HR1981PLC051078)

Regd. Office: SCO (Shop-cum-Office) No.22, Spring Field Colony, Extn. No.1, Near Sector No.31-32, Faridabad, Haryana, 121003  
E-mail: csblb@blblimited.com | infobl@blblimited.com | Website: www.blblimited.com | Tel.:011-49325600

### POSTAL BALLOT FORM

S.No.	Particulars	Details
1	Name(s) of member(s) (including joint holders, if any) in block letters	
2	Registered Address of the sole / first named member	
3	Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	Equity Shares

I/We hereby exercise my/our vote in respect of the "Resolutions" to be passed through postal ballot for the business stated in the notice of the Company dated April 09, 2019 by conveying my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below:

S.No.	Item No.	Type of Resolution	No. of Shares held by me/us	I assent to the resolution (FOR)	I dissent from the resolution (AGAINST)
1	Shifting of Registered office of the Company from State of Haryana to NCT of Delhi	Special			
3	Approval for appointment of Sh. Chitter Kumar Aggarwal as an Independent director of the company	Ordinary			
4	Approval for appointment of Sh. Ram Pal Sharma as an Independent director of the company	Ordinary			

Place:

Date:

(Signature of the Member)

#### Notes:

1. Please read the instructions printed in the Postal Ballot Notice carefully before filling this form.
2. For Remote e-voting, please refer the particulars mentioned overleaf.
3. Please fold this duly filled and signed form and send the same to the Scrutinizer appointed by the Company.

## INSTRUCTIONS FOR FILLING BALLOT FORMS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form. The duly completed Postal Ballot Form should reach the Scrutinizer, in the enclosed self-addressed Postage stamped envelope. Postage will be borne by the Company. Envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
  2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
  3. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Saturday, May 18, 2019 up to 05:00 P.M. (IST). All Postal Ballot Forms received after this date will be treated as if reply from such Member(s) has not been received.
  4. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this form should be completed and signed by the first named Member and in his absence, by the next named Member.
  5. There will be only one Ballot Form for every Folio/ DPID/CLIENT ID irrespective of the number of joint members.
  6. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the form invalid.
  7. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
  8. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
  9. In the event member casts his votes through Remote e-voting and Ballot Form, the votes casted through Remote e-voting would be considered and the votes casted through Ballot Form would be ignored.
  10. A member may request for a duplicate Postal Ballot Form, if so, required by sending an email to [csblb@blblimited.com](mailto:csblb@blblimited.com). However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (3) above.
  11. The right of voting by Ballot Form shall not be exercised by a proxy.
  12. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company/ Registrar and Transfer Agent, in respect of shares held in dematerialized form or in physical form, respectively.
  13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
  14. Where the Ballot Form has been signed by an authorized representative of the Body Corporate/HUF/ Trust/Society, etc. a certified copy of the relevant authorization/Board Resolution to vote should accompany the Ballot Form.
  15. The Company is pleased to offer Remote e-voting facility at e-voting platform of National Securities Depository Limited (NDSL) as an alternate for all the Members of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot Form. A note on instructions for casting vote electronically is enclosed in the Notice of the Postal Ballot. Remote e-voting is optional.
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