

PROCEEDINGS OF THE 31st ANNUAL GENERAL MEETING OF THE MEMBERS OF BLB LIMITED HELD ON SATURDAY, THE 29th SEPTEMBER, 2012 AT 11.30 A.M. AT PHD CHAMBER OF COMMERCE AND INDUSTRY, PHD HOUSE, 4/2, SIRI INSTITUTIONAL AREA, AUGUST KRANTI MARG, NEW DELHI - 110016

DIRECTORS AND OTHERS:

1. SH. BRIJ RATTAN BAGRI	CHAIRMAN
2. SH. VIKRAM RATHI	EXECUTIVE DIRECTOR
3. SH. SATISH KUMAR SHARMA	EXECUTIVE DIRECTOR
4. SH. KESHAV CHAND JAIN	DIRECTOR
5. SH. VIKASH RAWAL	CHIEF FINANCIAL OFFICER
6. MS. PRIYANKA SHARMA	COMPANY SECRETARY

MEMBERS PRESENT:

230 Members personally present and 5 members present through Proxy.

CHAIRMAN OF THE MEETING

Ms. Priyanka Sharma, Company Secretary of the Company welcomed the members and introduced the persons sitting at the dais to the members present at the meeting.

Sh. Brij Rattan Bagri, Chairman of the Board of Directors occupied the Chair and ascertaining the requisite quorum was present, called the meeting to be in order. The Chairman informed the Shareholders that the Register of Members and Register of Director's Shareholding were open for their inspection during the meeting.

NOTICE OF THE MEETING

With the permission of the members present, the notice convening the 31st Annual General Meeting along with the Explanatory Statement and Director's Report were taken as read.

AUDITOR'S REPORT

With the permission of the members present, the Auditor's Report as given by the Statutory Auditors of the company was read by Ms. Priyanka Sharma, Company Secretary of the company.

Then the Chairman invited the members to raise their queries. Some of the members raised queries relating to accounts and working of the company with respect to the Financial Year 2011-12.

Sh. Keshav Chand Jain, Non-Executive Director and Chairman of the Audit Committee and Sh. Vikash Rawal, Chief Financial Officer of the Company replied to the satisfaction of the members.

Thereafter the items of agenda were taken up in order as per the notice.

ORDINARY BUSINESS:

ADOPTION OF ANNUAL ACCOUNTS:

1. Sh. Pradeep Seth (IN300468/ IN300468) proposed the following resolution as an **Ordinary Resolution** and Sh. Himanshu Goyal (44700/1204470000380271) seconded the same:-

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"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2012 and the Statement of Profit and Loss for the year ended on that date together with the Notes, Reports of Auditors and Directors thereon be and are hereby received, considered, and adopted."

The Resolution was put to vote by show of hands and passed unanimously.

DECLARATION OF FINAL DIVIDEND:

2. Ms. Varsha Sakhuja (F.No.4032) proposed the following resolution as an **Ordinary Resolution** and Ms. Rajni Varshney (IN302822/ 10033019) seconded the same:

"RESOLVED THAT a final dividend @ Re. 0.10 (Ten Paise) per equity share of Re. 1/- each fully paid up aggregating to Rs. 5286525.80 for the Financial Year 2011-12 be and is hereby declared and approved."

The Resolution was put to vote by show of hands and passed unanimously.

APPOINTMENT OF ROTATIONAL DIRECTOR – Mr. Brij Rattan Bagri:

3. Ms. Usha Jain (IN300206/ 10304073) proposed the following resolution as an **Ordinary Resolution** and Sh. Vijender Kumar Gupta (F. No. 5558) seconded the same:

"RESOLVED THAT Shri Brij Rattan Bagri, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

The Resolution was put to vote by show of hands and passed unanimously.

APPOINTMENT OF ROTATIONAL DIRECTOR – Mr. Manas Jain:

4. Ms. Manju Kukreja (IN301782/ 10014215) proposed the following resolution as an **Ordinary Resolution** and Ms. Priyanka Gupta (IN301653/ 10323008) seconded the same:

"RESOLVED THAT Shri Manas Jain, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

The resolution was put to vote by show of hands and passed unanimously.

APPOINTMENT OF STATUTORY AUDITORS:

5. Ms. Amita Garg (F. No. 6617) proposed the following resolution as an **Ordinary Resolution** and Sh. Gulshan Rai (IN300394/ 12489558) seconded the same:

"RESOLVED THAT M/s. Ram Rattan & Associates, Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the company and the Board of Directors of the company be and is hereby authorised to fix their remuneration."

The resolution was put to vote by show of hands and passed unanimously.

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SPECIAL BUSINESS:

RE-APPOINTMENT OF RELATIVE OF DIRECTOR:

6. Sh. Sushil Arora (IN300206/ 10497731) proposed the following resolution as an **Special Resolution** and Sh. Trilok Chand Gupta (IN300126/ 10469693) seconded the same:

"RESOLVED THAT pursuant to the provisions of Section 314 and Director's Relatives (Office or Place of Profit) Rule, 2003, as per the recommendation of the Selection Committee and all other applicable rules and provisions, if any, of the Companies Act, 1956 approval of the shareholders be and are hereby accorded for the re-appointment of Ms. Nanditaa Bagri, relative of a Director of the Company Mr. Brij Rattan Bagri, to hold an Office and Place of Profit with the designation as 'Vice President- Business Development' in the Company for a period of 5 years with effect from 01st October, 2012, at a Cost to Company (hereinafter called as 'CTC') not exceeding Rs. 2,50,000/- per month.

RESOLVED FURTHER THAT any increment in the above Cost to Company exceeding Rs.2,50,000/- per month shall be within the provisions of Section 314 and Director's Relative (Office or Place of Profit) Rule, 2003 and all other applicable rules and provisions, if any, of the Companies Act, 1956 and subject to approvals as may be required at the time of increment as per the laws, for the time being in force.

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

The resolution was put to vote by show of hands and passed unanimously as a Special Resolution.

RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO SHRI SATISH KUMAR SHARMA AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

7. Ms. Monica Gupta (IN301143/10548436) proposed the following resolution as a **Special Resolution** and Sh. Ramesh Kumar (IN300394/12139300) seconded the same:

"RESOLVED THAT pursuant to Section 198, 269, 309, 310, Schedule XIII and other applicable provision, if any, of the Companies Act, 1956 and any amendment or re-enactment thereof and subject to such other approvals as may be necessary, the Shareholders hereby accords its consent for the re-appointment of Shri Satish Kumar Sharma, as an Executive Director of the Company for a period of three years with effect from 01st October, 2012.


RESOLVED FURTHER THAT the consent of the shareholders be and are hereby accorded to the Board of Directors of the Company to fix and pay the remuneration to Shri Satish Kumar Sharma within the overall limit of Rs. 30 lacs per annum (gross) or in 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 XIII of the Companies Act, 1956.

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

The resolution was put to vote by show of hands and passed unanimously as a Special Resolution.

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REMUNERATION TO SHRI BRIJ RATTAN BAGRI AS NON-EXECUTIVE DIRECTOR:

8. Sh. Ravi Gupta (19101/ 1201910100009400) proposed the following resolution as a **Special Resolution** and Ms. Mamta Yadav (IN302269/ 10512691) seconded the same:

"RESOLVED THAT pursuant to the provisions of Sections 198, 309 (4) and other applicable provisions, if any, of the Companies Act, 1956 and/or any other law for the time being in force and subject to the approval of the Central Government, approval of the Shareholders be and are hereby accorded for renewing the special resolution, authorizing the payment of commission to Shri Brij Rattan Bagri, Non-Executive Director of the Company, annually for a period not exceeding 5 years for each financial year of the Company commencing from 1st April, 2012, a sum not exceeding 5% per annum of the net profits of the Company calculated in accordance with the provisions of Section 198, 349 and 350 of the Companies Act, 1956.

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

The resolution was put to vote by show of hands and passed unanimously as a Special Resolution.

VOTE OF THANKS

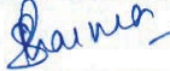
Sh. Vikram Rathi, Executive Director of the Company, gave a vote of thanks to the Chair and appreciated all the members for sparing their valuable time and for the co-operation extended by them.

Date: 20.10.2012
Place: New Delhi


—(Brij Rattan Bagri)
Chairman of the Meeting

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