



BLB LIMITED

(Incorporated under the Companies Act, 1956)

(Registered Office: 3rd Floor, ECE House, Annexe-II, 28A, Kasturba Gandhi Marg, New Delhi-110001)

CIN: L67120DL1981PLC012767

NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s),

Notice is hereby given pursuant to Section 17 read with Section 192A of the Companies Act, 1956 and Companies (Passing of Special Resolution by Postal Ballot) Rules, 2011 (hereinafter referred as "Rules") made thereunder to seek the consent of the Members through the Postal Ballot Process for shifting of the Registered Office of the Company from the National Capital Territory of Delhi to the State of Haryana. In accordance with the provisions of Section 17 read with Section 192A of the Companies Act, 1956 and Rules made thereunder, Shifting of the Registered Office of the Company from one state to another requires approval of the members by way of Special Resolution through Postal Ballot process. The Board of Directors of the Company proposes the same for approval of Members as a Special Resolution.

Accordingly, the Postal Ballot Form and the Special Resolution along with the Explanatory Statement pertaining to the said Special Resolution explaining in detail the material facts are appended for your consideration and approval.

The Board has appointed Dr. S. Chandrasekaran, and failing him Mr. Rupesh Agarwal, Company Secretaries in Whole Time Practice, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will scrutinize the forms and submit his report to the Chairman and the results of Postal Ballot will be announced at 11:00 A.M. on 01st June, 2013 at the Registered Office of the Company by the Chairman and in his absence by the person authorized by him.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed in all respects with the attached self addressed business reply envelope so as to reach the Scrutinizer on or before the close of Working Hours of 30th May, 2013. Further the reply received from Members after the closing of working hours of 30th May, 2013 shall be treated as if no reply has been received from Member in terms of Rule 6(f) of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

**By Order of the Board of
BLB Limited**

**(Priyanka Sharma)
Company Secretary**

Place : New Delhi
Date : 01.04.2013

SPECIAL BUSINESS

1. Shifting of Registered Office of the Company:

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

'RESOLVED THAT pursuant to the provisions of Section 17, 146 and 192A of the Companies Act, 1956 read with the rules and regulations made thereunder and subject to the confirmation of the Regional Director, approval of the Members be and is hereby accorded to shift the Registered Office of the Company from 'National Capital Territory of Delhi' to the "State of Haryana" and that Clause II of the Memorandum of Association of the Company be altered by substituting the words "National Capital Territory of Delhi" by the words "State of Haryana" and be read as follows:

II The Registered Office of the Company will be situated in the "State of Haryana".

RESOLVED FURTHER THAT Registered Office of the Company will be situated at Plot No. 1328, Sector-28, Faridabad-121002, Haryana, subject to the confirmation of Regional Director and compliance of other necessary formalities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file the Petition along with other required documents for seeking confirmation of Regional Director and to appoint an Authorized Representative to appear for and represent the Company before the Regional Director and to do all such acts and things as may be deemed necessary in connection therewith and incidental and ancillary thereto."

**By Order of the Board of
BLB Limited**

**(Priyanka Sharma)
Company Secretary**

Place : New Delhi
Date : 01.04.2013

BLB LIMITED COMPANY SECRETARY

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NOTES:

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
2. The Board of Directors at its meeting held on 01st April, 2013 have appointed Dr. S. Chandrasekaran and failing him Mr. Rupesh Agarwal, Company Secretaries in Whole Time Practice, as scrutinizer to receive and scrutinize the ballot papers received from the Members and for conducting the postal ballot process in fair and transparent manner. The postal ballot form and the self addressed business reply envelope are enclosed for use of members.
3. You are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed along with the assent (for) or dissent (against), in the attached self addressed business reply envelope, so as to reach the scrutinizer on or before the close of Working Hours of 30th May, 2013, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman and in his absence by the person authorized by him on 01st June, 2013 at the Registered Office of the Company at 3rd Floor, ECE House, Annexe-II, 28A, Kasturba Gandhi Marg, New Delhi-110001 at 11:00 A.M. Members who wish to be present at the time of declaration of results may do so at the above venue.
4. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days between 11.00 a.m. to 1.00 p.m. upto the date of declaration of result of the postal ballot process.

**By Order of the Board of
BLB Limited**

**(Priyanka Sharma)
Company Secretary**

Place : New Delhi
Date : 01.04.2013

EXPLANATORY STATEMENT
(Pursuant to Section 192A and 173(2) of the Companies Act, 1956)

Presently, the Registered Office of the Company is situated at the National Capital Territory of Delhi. The Board of Directors propose to shift the Registered Office of the Company from National Capital Territory of Delhi to the State of Haryana as the cost of human resources and other physical infrastructure facilities as required for the business are quiet low in the State of Haryana as compared to Delhi. Therefore, to carry on the business more economically and efficiently the Board of Directors considers it desirable to shift its Registered Office to the State of Haryana. The Board of Directors of the Company in their meeting held on 01st April, 2013 decided that the Registered Office of the Company should be shifted from the National Capital Territory of Delhi to State of Haryana on account of various advantages and low cost.

In accordance with the provisions of Section 17 of the Companies Act, 1956 shifting of the Registered Office requires alteration in Clause II of the Memorandum of Association of the Company which requires approval of Members in the General Meeting by way of Special Resolution and subject to further confirmation of Regional Director, therefore, it is necessary to seek your consent by way of Special Resolution to give effect to such change. Pursuant to the provisions of Section 192A of the Companies Act, 1956 the Special Resolution for shifting the Registered Office for a listed Company from one state to another is required to be passed by way of Postal Ballot.

The proposed change will in no way be detrimental to the interests of any member of the Public, Employees or other Acquaintances of your Company in any manner whatsoever.

Members are requested to communicate their response by way of assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions set out therein.

The consent of the members is being sought to change Clause II of the Memorandum of Association of the Company for shifting of Registered Office to the State of Haryana.

At the outset you had already accorded your permission to shift the Registered Office from the National Capital Territory of Delhi to the State of Haryana on 27th October, 2010 through the Postal Ballot Process. Subsequently based on your approval the Company also obtained the Order from the Hon'ble Company Law Board on 17th January, 2011. Subsequently, the Company re-considered the matter and deferred the shifting of Registered Office. However, the Company is again seeking your approval for shifting of the Registered Office of the Company from the National Capital Territory of Delhi to the State of Haryana, subject to the confirmation from the Regional Director (Northern Region) and compliance of other necessary formalities.

The Board recommends the Special Resolution for your approval.

None of the Directors of the Company are in any way interested or concerned in the said resolution.

**By Order of the Board of
BLB Limited**

**(Priyanka Sharma)
Company Secretary**

Place : New Delhi
Date : 01.04.2013

BLB LIMITED

(Regd. Office: 3rd Floor, ECE House, Annexe-II, 28A, Kasturba Gandhi Marg, New Delhi-110001)

POSTAL BALLOT FORM

(To be returned to the Company)

Name of
Member :

SPECIMEN COPY

Form Serial No. :

Registered
Address :Name(s) of the Joint
Holders, if any :DP ID No.
/Client ID No.
/Folio No. :

Number of shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 01st April, 2013 of the Company by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Resolution No.	Description	No. of Shares	Assent (For)	Dissent (Against)
1.	Special Resolution under Section 17 of the Companies Act, 1956 to alter Clause II of Memorandum of Association for shifting of Registered Office of the Company from 'National Capital Territory of Delhi' to 'State of Haryana'.			

(Refer instructions overleaf)

Place :

Date :

SECRETARY

(Signature of the Member)

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot, is requested to carefully read the instructions printed in the Postal Ballot Form and fill this Postal Ballot Form and send it to the Company in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots sent by courier, at the expenses of the registered member, will also be accepted.
2. The votes should be cast either in favor or against, the resolution by putting the tick (✓) mark in the column provided for "Assent" (FOR) or "Dissent" (AGAINST). Postal Ballot Form bearing (✓) in both the column will render the form invalid.
3. The self-addressed business reply envelope bears the name and address of the scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his absence, by the next named member.
5. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours on 30th May, 2013. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. Incomplete, unsigned or incorrectly filled Postal Ballot form will be subject to rejection by the Scrutinizers.
7. The Company has appointed Dr. S. Chandrasekaran and failing him Mr. Rupesh Agarwal, Company Secretaries in whole time practice as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Company on or before the closing of business hours of 31st May, 2013.
9. The result of the Postal Ballot will be announced by the Chairman and in his absence by the person authorised by him on 01st June, 2013 at the Registered Office of the Company at 3rd Floor, ECE House, Annexe-II, 28A, Kasturba Gandhi Marg, New Delhi-110001 at 11:00 A.M. The date of declaration of result of Postal Ballot will be the date of passing of the Special Resolution.
10. In case of shares held by Companies, Trust, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
11. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
12. A Member may write to the Company at its Registered Office for duplicate Postal Ballot Form.
13. The Notice is being sent to all the Members, whose names appear in the Register of Members / Beneficiary Position maintained by the Depositories as on 05th April, 2013.
14. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on 05th April, 2013.
15. Members are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed business reply envelope as all such Envelopes will be sent to the Scrutinizer and any extraneous paper found in such Envelope would be destroyed by the Scrutinizer.