

MINUTE BOOK

PROCEEDINGS OF THE 32nd ANNUAL GENERAL MEETING OF THE MEMBERS OF BLB LIMITED HELD ON MONDAY, THE 05TH DAY OF AUGUST, 2013 AT 10:30 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:

224 Members personally present and 6 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.

Shri Brij Rattan Bagri, Chairman of the Board of Directors occupied the Chair and after ascertaining that 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 32nd 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 2012-13.

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.

**Certified True Copy
For BLB LIMITED**

Sharma
COMPANY SECRETARY

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ORDINARY BUSINESS:

ADOPTION OF ANNUAL ACCOUNTS OF THE COMPANY:

1. Shri Vinod Kumar Sharma (IN300708/10423688) proposed the following resolution as an **Ordinary Resolution** and Smt. Neelam Sharma (IN301436/10374494) seconded the same:

"Resolved That the Audited Balance Sheet as at 31st March, 2013 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, approved and adopted."

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

DECLARATION OF FINAL DIVIDEND:

2. Shri Anil Kumar Jain (IN300589/10060720) proposed the following resolution as an **Ordinary Resolution** and Shri Inder Kumar Jain (IN300589/10099822) 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 2012-13 be and is hereby declared and approved."

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

RE-APPOINTMENT OF ROTATIONAL DIRECTOR - MR. KESHAV CHAND JAIN:

3. Ms. Geetika Wadhwa (IN302365/10878303) proposed the following resolution as an **Ordinary Resolution** and Shri Neelesh Kumar Jain (F. No. 5543) seconded the same:

"Resolved That Shri Keshav Chand 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.

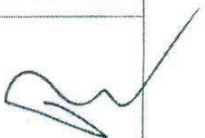
RE-APPOINTMENT OF ROTATIONAL DIRECTOR - MR. RAJESH KUMAR DAMANI:

4. Shri Anil Kumar (19101/1201910100142188) proposed the following resolution as an **Ordinary Resolution** and Ms. Manjula Rani (19101/1201910100142173) seconded the same:

"Resolved That Shri-Rajesh Kumar Damani, 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.

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RE-APPOINTMENT OF STATUTORY AUDITORS:

5. Shri Manish Kapur (14100/120141000006508) proposed the following resolution as an **Ordinary Resolution** and Shri Jai Prakash Gupta (IN301143/10939890) 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.

SPECIAL BUSINESS:

RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO SHRI VIKRAM RATHI AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

6. Ms. Megha Arora (33200/1203320007004951) proposed the following resolution as a **Special Resolution** and Shri Jyoti Prashad Gupta (IN300118/10074702) 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 for the time being and subject to such other approvals as may be necessary, the consent of the Shareholders of the Company be and is hereby accorded for the re-appointment of Shri Vikram Rathi, as Executive Director of the Company for a period of three years with effect from 30th January, 2014.

Resolved Further That the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company to fix and pay the remuneration to Shri Vikram Rathi with effect from 30th January, 2014 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.


VOTE OF THANKS

Shri 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: 07.08.2013
Place: New Delhi

**Certified True Copy
For BLB LIMITED**


COMPANY SECRETARY


**(Brij Rattan Bagri)
Chairman of the meeting**

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