

PROCEEDINGS OF THE 33RD ANNUAL GENERAL MEETING OF BLB LIMITED HELD ON WEDNESDAY, THE 24TH DAY OF SEPTEMBER, 2014 AT 11:30 A.M. AT MUNICIPAL CORPORATION FARIDABAD (MCF) AUDITORIUM, NEAR NEELAM CHOWK, FARIDABAD, HARYANA

DIRECTORS & OTHERS PRESENT:

1. Shri Brij Rattan Bagri, Chairman
2. Shri Vikram Rathi, Executive Director
3. Shri Keshav Chand Jain, Director
4. Shri Rajesh Kumar Damani, Chairman of Audit / Stakeholders / Nomination & Remuneration Committee
5. Shri Vikash Rawal, Chief Financial Officer
6. Shri Ramesh Abuja, representing the Statutory Auditor (Shri Ram Rattan Gupta)
7. Shri Rupesh Agarwal, Partner Chandrasekaran Associates, Company Secretaries

MEMBERS PRESENT:

22 members representing 3,23,61,215 equity shares were present in person and 12 members representing 33,41,886 equity shares were present through proxy.

Shri Vikram Rathi, Executive Director of the Company welcomed the members and introduced the persons sitting on the dais to the members present at the meeting. It was informed by him that the Register of Members, the Register of Director's Shareholding, Register of Contracts and Memorandum & Articles of Association and other relevant documents required to be kept open for inspection are available for inspection during the meeting.

CHAIRMAN OF THE MEETING

Shri Brij Rattan Bagri, Chairman of the Board of Directors occupied the Chair pursuant to Clause 62 of the Articles of Association of the Company and after ascertaining that the requisite quorum was present, called the meeting to be in order. The Chairman delivered his speech to the members on the business operations and performance of the Company during Financial Year 2013-14 and future plans and outlook of the Company.

NOTICE & DIRECTORS' REPORT

With the permission of the members present, the notice convening the 33rd Annual General Meeting along with the Explanatory Statement and Director's Report were taken as read.



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Corporate Member : NSE, BSE & MCX-SX

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 Shri Vikram Rathi, Executive Director of the Company.

Then the members were asked to raise their queries and satisfactory reply was given to the same.

Thereafter, it was informed to the members that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement entered into by the Company with Stock Exchanges, the Company had provided e-voting facility to the members of the Company from 18th September, 2014 to 20th September, 2014, to cast their votes electronically on all Ordinary and Special Business items as set out in the Notice of the AGM dated 13th August, 2014.

It was further informed that Mr. Rupesh Agarwal, Partner Chandrasekaran Associates (Membership No. A16302) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. He had submitted his report on votes received through e-voting to the Chairman of the Meeting.

Since no poll was demanded and the members had already passed the following resolutions with overwhelming majority through e-voting, therefore, all the resolutions as mentioned hereunder were declared as passed by requisite majority:

ORDINARY BUSINESS

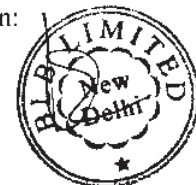
1. To receive, consider and adopt the standalone and consolidated Financial Statements of the Company for the year ended March 31, 2014 including the Audited Balance Sheet as at March 31, 2014 and the Statement of Profit & Loss and the Cash Flow Statement of the Company for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“Resolved That the Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2014 including the Audited Balance Sheet as at March 31, 2014 and the Statement of Profit & Loss and the Cash Flow Statement of the Company for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon be and are hereby received, considered, approved and adopted.”

Total No. of Votes Cast	Total No. of Votes cast in favour	Total No. of Votes cast against
46251677	46251675	2

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

2. To appoint a Director in place of Sh. Brij Rattan Bagri (DIN: 00007441) who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:



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“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. Brij Rattan Bagri (DIN 00007441), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Total No. of Votes Cast	Total No. of Votes cast in favour	Total No. of Votes cast against
46251666	46251664	2

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

3. To appoint a Director in place of Sh. Vikram Rathi (DIN: 00007325) who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

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

Total No. of Votes Cast	Total No. of Votes cast in favour	Total No. of Votes cast against
46251666	46251664	2

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

4. To appoint the Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s Ram Rattan & Associates, Chartered Accountants, New Delhi (FRN 004472N), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Thirty Third Annual General Meeting (AGM) for a period of three years till the conclusion of the Thirty Sixth AGM of the Company, subject to ratification of their re-appointment at every Annual General Meeting held after this AGM by shareholders of the Company on such remuneration as may be fixed by the Board of Directors of the Company for every financial year on the recommendation of the Audit Committee.”



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

Total No. of Votes Cast	Total No. of Votes cast in favour	Total No. of Votes cast against
46251666	46251664	2

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

SPECIAL BUSINESS

5. To appoint Sh. Rajesh Kumar Damani as an Independent Non-Executive Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other rules framed thereunder, Clause 49 of the Listing Agreement, (including any statutory modification(s) or re-enactment thereof and any rules made thereunder, for the time being in force), and in accordance with the Articles of Association of the Company and subject to such other approvals as may be required, Sh. Rajesh Kumar Damani (DIN: 01405935) who was appointed as an Independent Non- Executive Director of the Company w.e.f. 29.09.2009 in the 28th Annual General Meeting of the Company, be and is hereby appointed as an Independent Non-Executive Director not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 24th September, 2014 and upto 23rd September, 2019.

RESOLVED FURTHER THAT pursuant to Section 149(6) of the Act, a declaration has been received from Sh. Rajesh Kumar Damani that he meets the criteria for independence be and is hereby taken on record.”

Total No. of Votes Cast	Total No. of Votes cast in favour	Total No. of Votes cast against
46251666	46251664	2

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

6. To appoint Sh. Manas Jain as an Independent Non-Executive Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other rules framed thereunder, Clause 49 of the Listing Agreement, (including any statutory modification(s) or re-enactment thereof and any rules made thereunder for the time being in force), and in accordance with the Articles of Association of the Company, and subject to such other approvals as may be required Sh. Manas Jain (DIN: 02785654) who was appointed as an Independent Non- Executive Director of the Company w.e.f. 30.09.2011 in



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the 30th Annual General Meeting of the Company, be and is hereby appointed as an Independent Non-Executive Director not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 24th September, 2014 and upto 23rd September, 2019.

RESOLVED FURTHER THAT pursuant to Section 149(6) of the Act, a declaration has been received from Sh. Manas Jain that he meets the criteria for independence be and is hereby taken on record.”

Total No. of Votes Cast	Total No. of Votes cast in favour	Total No. of Votes cast against
46251666	46251664	2

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

7. To borrow money (ies) in excess of the aggregate of the paid up share capital and free reserves of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

“**RESOLVED THAT** in supersession of the earlier Special Resolution passed under Section 293(1)(d) of the erstwhile Companies Act, 1956 in the Annual General Meeting held on 29.09.2008 and pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), to borrow the sum of money(s) together with the money(s) already borrowed in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers or NBFC’s in the ordinary course of business, shall not be in excess of Rs. 2,50,00,00,000 (Rupees Two Hundred Fifty Crores), at any point of time from any bank(s) or NBFC’s or body(ies) corporate or financial institution(s) or person(s).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in this regard.”

Total No. of Votes Cast	Total No. of Votes cast in favour	Total No. of Votes cast against
46251666	46251664	2

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

8. To sell, lease or dispose off and to create mortgage and/or charge on the whole or substantially the whole of the under taking of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:



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“RESOLVED THAT in supersession of the earlier Special Resolution passed under section 293(1)(a) of the erstwhile Companies Act, 1956 in the Annual General Meeting held on 29.09.2008 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a mortgage/and or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or NBFC's or body(ies) corporate or financial institutions or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rs. 2,50,00,00,000/- (Rupees Two Hundred Fifty Crores Only), at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in this regard.”

Total No. of Votes Cast	Total No. of Votes cast in favour	Total No. of Votes cast against
46251677	46251664	13

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

9. To invest and/or make loans, and/or give any guarantee or provide security to any person or body corporate and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), to invest and/or make loan(s) in one or more tranches to any person or body corporate (including loan given to any of its subsidiaries, step down subsidiaries), and/or give any guarantee or provide security in connection with a loan to any person or body corporate (including loan taken by any subsidiaries, step down subsidiaries) and/or and / or acquire by way of subscription, purchase or otherwise, the securities of any body corporate(s) upto an amount not exceeding Rs. 2,50,00,00,000/- (Rs. Two Hundred Fifty Crores only) from time to time in one or more tranches.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in this regard.”



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Total No. of Votes Cast	Total No. of Votes cast in favour	Total No. of Votes cast against
46251677	46251675	2

The above resolution was passed by requisite majority as an Special Resolution

10. To contribute and donate funds of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT in supersession of the earlier Ordinary Resolution passed under section 293(1)(e) of the erstwhile Companies Act, 1956 in the Extraordinary General Meeting held on 06.02.2010, and pursuant to Section 181, 198 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors to contribute, donate from time to time to any national, charitable, benevolent, philanthropic, educational research or general and other funds not directly relating to the business of the Company or the welfare of its employees upto an aggregate amount of Rs. 5,00,00,000/- (Rupees Five Crores only) in a Financial Year, notwithstanding that the aggregate of the donation(s) may exceed the limit of 5% of the average net profits of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in this regard.”

Total No. of Votes Cast	Total No. of Votes cast in favour	Total No. of Votes cast against
46251677	46251664	13

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

11. To keep the Register of Members, Index of Members and Copies of Annual Returns at any other place/office in India other than the Registered Office of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the shareholders of the Company be and is hereby accorded for keeping the Register of Members, Index of Members, and Copies of all Annual Returns filed under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto or any other documents and registers as may be permitted from time to time, which can be kept at any other place/ office in India other than the Registered Office of the Company where more than one-tenth of the total number of members entered in the Register of Members reside.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in this regard.”



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Total No. of Votes Cast	Total No. of Votes cast in favour	Total No. of Votes cast against
46251666	46251664	2

The above resolution was passed by requisite majority as an 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: 24.09.2014
Place: New Delhi



(Vikram Rathi)
Executive Director
DIN : 00007325

Addendum to the minutes of 33rd Annual General Meeting of BLB Limited held on Wednesday 24th September, 2014 at 11:30 a.m. at Municipal Corporation Faridabad (MCF) Auditorium, near Neelam Chowk, Faridabad, Haryana

The Scrutinizer Mr. Rupesh Agarwal, submitted the Scrutinizer's Report dated 22nd September, 2014 containing the results of the e-voting to the Chairman of the Meeting.

A summary of the said report is as under:

Resolution No.	Title of the Resolution and Type	Number of Votes Cast			
		For	%*	Against	%*
1	Adoption of Standalone and Consolidated Financial Statements including Balance Sheet, Statement of Profit & Loss and the Cash Flow Statement of the Company for the year ended on 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)	46251675	100	2	0
2	Appoint a Director in place of Sh. Brij Rattan Bagri (DIN: 00007441), who retires by rotation and being eligible, seeks reappointment. (Ordinary Resolution)	46251664	100	2	0
3	Appoint a Director in place of Sh. Vikram Rathi (DIN: 00007325), who retires by rotation and being eligible, seeks reappointment. (Ordinary Resolution)	46251664	100	2	0
4	Appoint M/s Ram Rattan & Associates (FRN 004472N) as the auditors of the Company for the period of three years i.e. from the conclusion of this Thirty Third Annual General Meeting (AGM) to Thirty Sixth AGM subject to the approval of Shareholders at every AGM. (Ordinary Resolution)	46251664	100	2	0
5	Appoint Sh. Rajesh Kumar Damani (DIN: 01405935) as an Independent Director of the Company for five consecutive years from 24.09.2014 upto 23.09.2019. (Ordinary Resolution)	46251664	100	2	0



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6	Appoint Sh. Manas Jain (DIN: 02785654) as an Independent Director of the Company for five consecutive years from 24.09.2014 upto 23.09.2019. (Ordinary Resolution)	46251664	100	2	0
7	Approval to borrow money(ies) under Section 180(1)(c) of the Companies Act, 2013. (Special Resolution)	46251664	100	2	0
8	Approval to create a mortgage/and or charge, sell, dispose off the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013. (Special Resolution)	46251664	100	13	0
9	Approval to make Investments under Section 186 of the Companies Act, 2013. (Special Resolution)	46251675	100	2	0
10	Approval to make donations under Section 181 of the Companies Act, 2013. (Special Resolution)	46251664	100	13	0
11	Approval for keeping of Registers and Returns at a place other than Registered Office of the Company under Section 94 of the Companies Act, 2013. (Special Resolution)	46251664	100	2	0

* Percentage rounded off upto two decimal places.

Accordingly all the above resolutions were passed by the Shareholders by the requisite majority.

Date: 24.09.2014
Place: New Delhi



(Vikram Rathi)
Executive Director
DIN : 00007325

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ANNEXURE-2

Details of Voting Results pursuant to Clause 35A of the Listing Agreement

- A. Date of the AGM : September 24, 2014
- B. Total number of shareholders on record : 4,645
date (August 25, 2014 for the purpose of voting)
- C. No. of shareholders present in the meeting either in person or through proxy:

Category	Present in person	Present through Proxy	Total
Promoters and Promoter Group	1	3	4
Public	22	9	31
GRAND TOTAL	23	12	35

- D. No. Of shareholders attended the : **Video Conferencing Facility not available**
meeting through Video Conferencing
- E. Resolution required (Ordinary/Special) : **Resolution nos. 1-6 & 10 were ordinary resolution and resolution nos. 7-9 & 11 were special resolution.**
- F. Mode of voting on all resolutions : **E-voting**
- G. Agenda wise Details : **As reproduced below**



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RESOLUTION 1		Adoption of Standalone and Consolidated Financial Statements including the Balance Sheet, Statement of Profit & Loss and the Cash Flow Statement of the Company for the year ended on 31 st March, 2014 together with the Reports of the Board of Directors and Auditors thereon.						
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of votes - in favour	No. of votes -against	% of votes in favour on votes polled	% of votes against on votes polled	
Promoter and Promoter Group	(1) 35577690	(2) 35477690	(3)=[(2)/(1)]*100 99.72	(4) 35477690	(5) 0	(6)=[(4)/(2)]*100 100	(7)=[(5)/(2)]*100 0	
Public Institutional holders	0	0	0	0	0	0	0	
Public-Others	17287568	10773987	62.32	10773985	2	100	0	
Total	52865258	46251677	87.49	46251675	2	100	0	

RESOLUTION 2		Appoint a Director in place of Sh. Brij Rattan Bagri (DIN: 00007441), who retires by rotation and being eligible, seeks re-appointment.						
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of votes - in favour	No. of votes -against	% of votes in favour on votes polled	% of votes against on votes polled	
Promoter and Promoter Group	(1) 35577690	(2) 35477690	(3)=[(2)/(1)]*100 99.72	(4) 35477690	(5) 0	(6)=[(4)/(2)]*100 100	(7)=[(5)/(2)]*100 0	
Public - Institutional holders	0	0	0	0	0	0	0	
Public-Others	17287568	10773976	62.32	10773974	2	100	0	
Total	52865258	46251666	87.49	46251664	2	100	0	



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RESOLUTION 3						
Appoint a Director in place of Sh. Vikram Rathi (DIN: 00007325), who retires by rotation and being eligible, seeks re-appointment.						
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of votes - in favour	No. of votes -against	% of votes in favour on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100
Promoter and Promoter Group	35577690	35477690	99.72	35477690	0	100
Public - Institutional holders	0	0	0	0	0	0
Public-Others	17287568	10773976	62.32	10773974	2	100
Total	52865258	46251666	87.49	46251664	2	100
						(7)=[(5)/(2)]*100
						0

RESOLUTION 4						
Appoint M/s Ram Rattan & Associates (FRN 004472N) as the auditors of the Company for the period of three years i.e. from the conclusion of this Thirty Third Annual General Meeting (AGM) to Thirty Sixth AGM subject to the approval of Shareholders at every AGM.						
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of votes - in favour	No. of votes -against	% of votes in favour on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100
Promoter and Promoter Group	35577690	35477690	99.72	35477690	0	100
Public - Institutional holders	0	0	0	0	0	0
Public-Others	17287568	10773976	62.32	10773974	2	100
Total	52865258	46251666	87.49	46251664	2	100
						(7)=[(5)/(2)]*100
						0



BLB LIMITED

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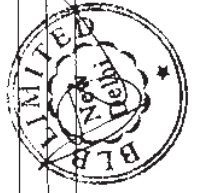
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RESOLUTION 5 Appoint Sh. Rajesh Kumar Damani (DIN: 01405935) as an Independent Director of the Company for five consecutive years from 24.09.2014 upto 23.09.2019.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of votes - in favour	No. of votes -against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	35577690	35477690	99.72	35477690	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public-Others	17287568	10773976	62.32	10773974	2	100	0
Total	52865258	46251666	87.49	46251664	2	100	0

RESOLUTION 6 Appoint Sh. Manas Jain (DIN: 02785654) as an Independent Director of the Company for five consecutive years from 24.09.2014 upto 23.09.2019.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of votes - in favour	No. of votes -against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	35577690	35477690	99.72	35477690	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public-Others	17287568	10773976	62.32	10773974	2	100	0
Total	52865258	46251666	87.49	46251664	2	100	0



BLB LIMITED

CIN: L67120HR1981PLCO51078

Regd. Office: Plot No. 1328, Sector-28, Near HUDA Market, Faridabad-121002, Haryana

Phone: 011-49325600; Fax: 011-49325637; Website: www.blblimited.com, Email: info@blblimited.com

RESOLUTION 7 Approval to borrow money(ies) under Section 180(1)(c) of the Companies Act, 2013.							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of votes - in favour	No. of votes -against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	35577690	35477690	99.72	35477690	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public-Others	17287568	10773976	62.32	10773974	2	100	0
Total	52865258	46251666	87.49	46251664	2	100	0

RESOLUTION 8 Approval to create a mortgage and / or charge, sell, dispose off the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013.							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of votes - in favour	No. of votes -against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	35577690	35477690	99.72	35477690	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public-Others	17287568	10773987	62.32	10773974	13	100	0
Total	52865258	46251677	87.49	46251664	13	100	0



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RESOLUTION 9 Approval to make Investments under Section 186 of the Companies Act, 2013.						
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of votes - in favour	No. of votes -against	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(7)=[(5)/(2)]*100
Promoter and Promoter Group	35577690	35477690	99.72	35477690	0	100
Public - Institutional holders	0	0	0	0	0	0
Public-Others	17287568	10773987	62.32	10773985	2	100
Total	52865258	46251677	87.49	46251675	2	100

RESOLUTION 10 Approval to make donations under Section 181 of the Companies Act, 2013.						
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of votes - in favour	No. of votes -against	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(7)=[(5)/(2)]*100
Promoter and Promoter Group	35577690	35477690	99.72	35477690	0	100
Public - Institutional holders	0	0	0	0	0	0
Public-Others	17287568	10773987	62.32	10773974	13	100
Total	52865258	46251677	87.49	46251664	13	100





BLB LIMITED

CIN: L67120HR1981PLCO51078

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RESOLUTION 11 Approval for keeping of Registers and Returns at a place other than Register Office of the Company under Section 94 of the Companies Act, 2013.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding Shares	No. of votes - in favour	No. of votes -against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	35577690	35477690	99.72	35477690	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public-Others	17287568	10773976	62.32	10773974	2	100	0
Total	52865258	46251666	87.49	46251664	2	100	0

For BLB LIMITED



Vikram Rathni
 (Vikram Rathni)
 Executive Director
 DIN: 00007325

Scrutinizer's Report

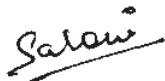
[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
33rd Annual General Meeting of the Equity Shareholders of BLB Limited
held on 24th September, 2014 at 11:30 a.m.
at Municipal Corporation Faridabad (MCF) Auditorium,
Near Neelam Chowk, Faridabad, Haryana

Dear Sir,

I, Rupesh Agarwal, Partner of M/s Chandrasekaran Associates, Practicing Company Secretaries having its office at 11-F, Pocket IV, Mayur Vihar, Phase-I, New Delhi-110091, appointed as Scrutinizer of BLB Limited ("Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the e-voting pattern carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, submit my report as under:

1. The e-voting period remained open from 12.00 a.m. on Thursday, 18th September, 2014 to 11.59 p.m. on Saturday, 20th September, 2014.
2. The shareholders holding shares as on the "cut off" date i.e. 25th August, 2014 were entitled to vote on the proposed resolutions (Item No. 1 to 11 as set out in the Notice of the 33rd Annual General Meeting of the Company dated August 13, 2014)
3. The votes were unblocked on Sunday, September 21, 2014 around 11:00 a.m. in the presence of two witnesses, Ms. Saloni Agarwal R/o. U-5 Shakarapur, New Delhi -110092 and Mr. Shashikant Tiwari R/o.D-65/66, Back Side, Pandav Nagar, Near Mother Dairy plant, New Delhi- 110092, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Ms. Saloni Agarwal



Name: Shashikant Tiwari



4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com). The same has been marked as **Annexure-1**
5. The result of the e-voting is as under:

a) **Resolution 1 - Adoption of the Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2014 including the Audited Balance Sheet as at March 31, 2014 and the Statement of Profit & Loss and the Cash Flow Statement of the Company for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon:**

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
46251677	46251675	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
46251677	2	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



b) Resolution 2 - Re-appointment of Sh. Brij Rattan Bagri (DIN: 00007441), Director, retiring by rotation:

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
46251666	46251664	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
46251666	2	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



c) Resolution 3 - Re-appointment of Sh. Vikram Rathi (DIN: 00007325), Director, retiring by rotation:

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
46251666	46251664	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
46251666	2	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

Sika

Rupesh



d) Resolution 4 - Appointment of M/s Ram Rattan & Associates, Chartered Accountants (Firm Registration Number 004472N), as Statutory Auditors and fixing their remuneration:

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
46251666	46251664	100

ii. Votes against the resolution:


Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
46251666	2	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

SRK

Ram Rattan



CHANDRASEKARAN ASSOCIATES
RUPESH AGARWAL
C.S. 6302
PARTNER
COMPANY SECRETARIES

e) Resolution 5 - Appointment of Sh. Rajesh Kumar Damani (DIN: 01405935) as an Independent Director of the Company:

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
46251666	46251664	100


ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
46251666	2	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

Handwritten mark

Handwritten signature 

f) Resolution 6 - Appointment of Sh. Manas Jain (DIN: 02785654) as an Independent Director of the Company:

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
46251666	46251664	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
46251666	2	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



g) Resolution 7 - Approval for Borrowing power of the Company under section 180(1)(c)of the Companies Act, 2013:

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
46251666	46251664	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
46251666	2	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



h) Resolution 8 - Approval for creation of charge on property of the Company under section 180(1)(a) of the companies Act, 2013:

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
46251677	46251664	100

ii. Votes against the resolution:

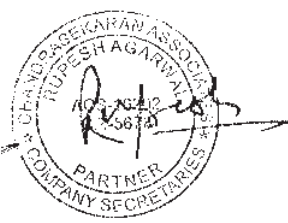
Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
46251677	13	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

Seh

D. M. B. S. J.



CHANDRASEKARAN ASSOCIATES
CHENNAI
RUPESH AGARWAL
105, 75/2/2
36/2
PARTNER
COMPANY SECRETARIES

i) Resolution 9 – Approval to give loan, make investment and to give/ provide any guarantee or security up to an amount not exceeding Rs. 2,500,000,000:

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
46251677	46251675	100

ii. Votes against the resolution:

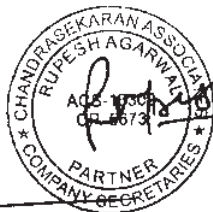
Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
46251677	2	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

SRK

Rupesh Agarwal



j) Resolution 10 – Approval for the contribution to any national, charitable, benevolent, philanthropic, educational research or general and other funds upto an aggregate amount of Rs. 5,00,00,000/- in a Financial Year:

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
46251677	46251664.	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
46251677	13	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



k) Resolution 11 – Approval for the keeping of register of Members, Index of Members, and Copies of all Annual Returns at the office other than the Registered Office of the Company:

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
46251666	46251664	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
46251666	2	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

6. The Register, all other papers and relevant records relating to electronic voting will remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same would be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

Rupesh Agarwal

Rupesh Agarwal
Partner,
Chandrasekaran Associates
Practicing Company Secretaries



[Handwritten signature]

Place: Delhi
Date: 22.09.2014

Certified True Copy
[Handwritten signature]
DIRECTOR

[Small handwritten mark]