

Regd. Office : Plot No. 1328, Sector-28, Faridabad-121002, Haryana
CIN : U74899HR1982PTC051121, Email ID: infomanu82@gmail.com

Annexure - 2A

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 4TH MEETING OF BOARD OF DIRECTORS OF MANU PROPERTIES PVT. LTD. HELD ON SATURDAY, THE 7TH DAY OF NOVEMBER, 2015 COMMENCED AT 01:00 P.M. AT 3RD FLOOR, ECE HOUSE, ANNEXE-II, 28A, KASTURBA GANDHI MARG, NEW DELHI-110001 CONCLUDED AT 02:00 P.M.

AMALGAMATION OF MANU PROPERTIES PVT. LTD. WITH BLB LIMITED

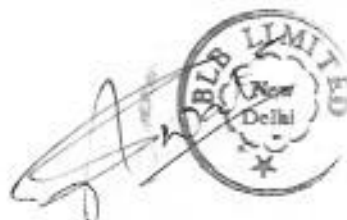
"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956, Companies Act, 2013 (to the extent applicable) or any statutory modifications, re-enactment or amendments thereof, the Memorandum and Articles of Association of the Company and subject to requisite approvals of the shareholders and creditors of the Company, the sanction of the Hon'ble High Court of Punjab and Haryana ("Court") and such other approvals / permissions, as may be required under the applicable laws, regulations and guidelines issued by the regulatory authorities, the consent of the Board be and is hereby accorded to the Draft Scheme of Amalgamation ('the Scheme') of MANU Properties Pvt. Ltd. ('MPPL') with BLB Limited ('BLB' or 'the Company') and their respective shareholders and creditors with effect from 1st April 2015 ('Appointed date') or such other date as may be approved by the Court.

RESOLVED FURTHER THAT the Valuation Report submitted by M/s. Ram Rattan & Associates, Independent Chartered Accountant, describing the share exchange ratio as set out in the scheme, be and is here approved and adopted.

RESOLVED FURTHER THAT the Fairness Opinion Report submitted by M/S D & A Financial Services Pvt. Ltd., Merchant Banker, be and is hereby approved and adopted.

RESOLVED FURTHER THAT pursuant to the Scheme, MPPL along with its business, assets, rights, liabilities and obligations shall be transferred to and vested absolutely in and become part of the Company with effect from 1st April 2015 ("Appointed date") or such other date as may be approved by the Court and approval be and is hereby accorded for placing the draft Scheme before the Shareholders, creditors, Court and any other regulatory bodies as may be required for their approval.

RESOLVED FURTHER THAT Sh. Satish Kumar Sharma, Director and Sh. Rajendra Prasad Sharma, Director of the Company, be and are hereby jointly and /or severally authorised to take all steps necessary in this connection including but not limited to the following :



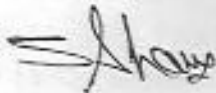
- (a) To obtain necessary approvals/No Objection Certificate from Shareholders, Secured Creditors and Unsecured Creditors, Consents from all the creditors and Shareholders of the Company, Certificates from Merchant Bankers as required and to take all other necessary documents and to discuss, negotiate and explore the possibilities of the amalgamation.
- (b) To file necessary Applications and Petitions for confirmation of the Scheme of Amalgamation by the Hon'ble High Court of Punjab and Haryana.
- (c) To appear before the Registrar of Companies, Regional Director, Official Liquidator and any other authorities as required.
- (d) To file necessary e-forms, documents, writing, statement, affidavits and to file any other documents with the Registrar of Companies, Regional Director, Official Liquidator and any other authorities as required from time to time
- (e) To give no objection certificate, wherever the Company is a shareholder, Secured / Unsecured / trade Creditors if required.
- (f) To make such alterations and modifications to the Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by the Court or any other competent authority as may be required for approving the Scheme;
- (g) To evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revisions in the Scheme from time to time or to suspend or revive the scheme from time to time as may be specified by any statutory authority or as the Board of Directors suo moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever including settling any question, doubt or difficulty that may arise with regard to or in relation to the scheme as may in its absolute discretion consider necessary, expedient, fit and proper;
- (h) To make on behalf of the Company Applications before the Hon'ble High Court of Punjab and Haryana, for directions for holding separate meetings of the shareholders/creditors, if necessary, of the Company, or to seek directions for exemption from holding the meetings of the shareholders and creditors of the Company and other usual directions with respect to the Scheme;
- (i) To file petitions for sanctioning of the Scheme before the Hon'ble High Court of Punjab and Haryana at Chandigarh;
- (j) For the above purpose file all pleadings, reports and sign and issue advertisements and notices;



(k) To do all acts and things as may be considered necessary and expedient in relation thereto and for that purpose to engage any counsel, professional, consultant and to sign authorizations/vakalatnama, power of attorney in their favour as may be required with authority to engage any counsel.

RESOLVED FURTHER THAT Sh. Satish Kumar Sharma, Director and Sh. Rajendra Prasad Sharma, Director of the Company be and are hereby severally authorised to furnish a copy of the aforesaid resolution to the concerned authorities."

**Certified True Copy
For Manu Properties Pvt. Ltd.**



**Satish Kumar Sharma
Director**

DIN : 00008124
Date : 29.12.2015
Place : New Delhi

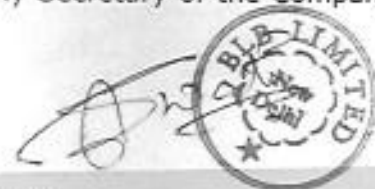


CERTIFIED TRUE COPY OF THE MINUTES OF THE MEETING OF THE 5TH BOARD OF DIRECTORS FOR THE FINANCIAL YEAR 2015-16 OF BLB LIMITED HELD ON SATURDAY, THE 7TH DAY OF NOVEMBER, 2015 COMMENCED AT 04:00 P.M. AT 3RD FLOOR, ECE HOUSE, ANNEXE-II, 28A, KASTURBA GANDHI MARG, NEW DELHI- 110001

TO APPROVE THE SCHEME OF AMALGAMATION OF M/S MANU PROPERTIES PVT. LTD. WITH THE COMPANY

"RESOLVED THAT

- a. the Valuation Report submitted by M/s Ram Rattan & Associates, Chartered Accountants, duly initialized by the Company Secretary for the purpose of its identification, describing the share exchange ratio as set out in the scheme, be and is here approved and adopted.
- b. the Fairness opinion report submitted by M/s D & A Financial Services (P) Limited, Merchant Banker, as placed before the Board, duly initialized by the Company Secretary for the purpose of its identification, be and is hereby approved and adopted."
- c. pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956, Companies Act, 2013 (to the extent applicable) or any statutory modifications, re-enactment or amendments thereof, the Memorandum and Articles of Association of the Company and subject to requisite approvals of the shareholders and creditors of the Company, the sanction of the Hon'ble High Court of Punjab and Haryana ("Court"), Securities and Exchange Board of India ('SEBI'), Stock Exchange(s) and such other approvals / permissions, as may be required under the applicable laws, regulations, listing agreement and guidelines issued by the regulatory authorities, and based on the recommendations received from the Audit Committee in its meeting held on 7th November, 2015, the consent of the Board be and is hereby accorded to the Draft Scheme of Amalgamation ('the Scheme') of MANU Properties Pvt. Ltd. ('MPPL') with BLB Limited ('BLB' or 'the Company') and their respective shareholders and creditors with effect from 1st April 2015 ('Appointed date') or such other date as may be approved by the Court."
- d. National Stock Exchange of India Limited will be the designated stock exchange for the purpose of aforesaid amalgamation.
- e. pursuant to the Scheme, Manu Properties Pvt. Ltd. along with its business, assets, rights, liabilities and obligations shall be transferred to and vested absolutely in and become part of the Company with effect from 1st April 2015 ("Appointed date") or such other date as may be approved by the Court and approval be and is hereby accorded for placing the draft Scheme before the Shareholders, creditors, SEBI, Stock Exchange(s), Court and any other regulatory bodies as may be required for their approval.
- f. Sh. Brij Rattan Bagri, Chairman, Sh. Vikram Rathi, Executive Director, Sh. Vikash Rawal, Chief Financial Officer and Ms. Swati Sharma, Company Secretary of the Company, be and



are hereby jointly and /or severally authorised to take all steps necessary in this connection including but not limited to the following :

- (a) To obtain necessary approvals/No Objection Certificate from Shareholders, Secured Creditors and Unsecured Creditors, Consents from all the creditors and Shareholders of the Company, Certificates from Chartered Accountants and Merchant Bankers as required and to take all other necessary documents and to discuss, negotiate and explore the possibilities of the amalgamation
- (b) To file necessary Applications and Petitions for confirmation of the Scheme of Amalgamation by the Hon'ble High Court of Punjab and Haryana.
- (c) To appear before the Registrar of Companies, Regional Director, Official Liquidator, Court and any other authorities as required.
- (d) To file necessary e-forms, documents, writing, statement, affidavits and to file any other documents with the Registrar of Companies, Regional Director, Official Liquidator, Court and any other authorities as required from time to time.
- (e) To give no objection certificate, wherever the Company is a shareholder, Secured / Unsecured / trade Creditors if required.
- (f) To make such alterations and modifications to the Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by the Court, SEBI, Stock exchange(S) or any other competent authority as may be required for approving the Scheme;
- (g) To evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revisions in the Scheme from time to time or to suspend or revive the scheme from time to time as may be specified by any statutory authority or as the Board of Directors suo moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever including settling any question, doubt or difficulty that may arise with regard to or in relation to the scheme as may in its absolute discretion consider necessary, expedient, fit and proper;
- (h) To file the scheme with the concerned stock exchange(s) for approval in terms of the provisions of the Listing agreement;
- (i) To make on behalf of the Company Applications before the Hon'ble High Court of Punjab and Haryana, for directions for holding separate meetings of the shareholders/creditors, if necessary, of the Company, or to seek directions for exemption from holding the meetings of the shareholders and creditors of the Company and other usual directions with respect to the Scheme;
- (j) To file petitions for sanctioning of the Scheme before the Hon'ble High Court of Punjab and Haryana at Chandigarh;

**BLB Limited**

CIN : L67120HR1981PLC051078

Corporate Member : NSE, BSE & MCX-SX

Corporate Office : 3rd Floor, ECE House, Annexe-II, 28A, Kasturba Gandhi Marg, New Delhi - 110 001 Tel : 011-49325600. Fax : 011-49325637

Registered Office : Plot No. 1328, Sector-28, Near HUDA Market, Faridabad - 121 002, Haryana

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

- (k) For the above purpose file all pleadings, reports and sign and issue advertisements and notices;
- (l) To do all acts and things as may be considered necessary and expedient in relation thereto and for that purpose to engage any counsel, professional, consultant and to sign authorizations/vakalatnama, power of attorney in their favour as may be required with authority to engage any counsel.
- g. Sh. Vikram Rathi, Executive Director and Ms. Swati Sharma, Company Secretary be and are hereby severally authorised to furnish a copy of the aforesaid resolution to the concerned authorities."

Certified True Copy

FOR BLB LIMITED



(SWATI SHARMA)
COMPANY SECRETARY

Membership No. : A34698
Date : 30.12.2015
Place : New Delhi

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BLB Limited

CIN : L67120HR1981PLC051078
Corporate Member : NSE, BSE & MCX-SX

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- b. the Fairness opinion report submitted by M/s D & A Financial Services (P) Limited, Merchant Banker, as placed before the Board, duly initialized by the Company Secretary for the purpose of its identification, be and is hereby approved and adopted."
- c. pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956, Companies Act, 2013 (to the extent applicable) or any statutory modifications, re-enactment or amendments thereof, the Memorandum and Articles of Association of the Company and subject to requisite approvals of the shareholders and creditors of the Company, the sanction of the Hon'ble High Court of Punjab and Haryana ("Court"), Securities and Exchange Board of India ('SEBI'), Stock Exchange(s) and such other approvals / permissions, as may be required under the applicable laws, regulations, listing agreement and guidelines issued by the regulatory authorities, and based on the recommendations received from the Audit Committee in its meeting held on 7th November, 2015, the consent of the Board be and is hereby accorded to the Draft Scheme of Amalgamation ('the Scheme') of MANU Properties Pvt. Ltd. ('MPPL') with BLB Limited ('BLB' or 'the Company') and their respective shareholders and creditors with effect from 1st April 2015 ('Appointed date') or such other date as may be approved by the Court."
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- f. Sh. Brij Rattan Bagri, Chairman, Sh. Vikram Rathi, Executive Director, Sh. Vikash Rawal, Chief Financial Officer and Ms. Swati Sharma, Company Secretary of the Company, be and

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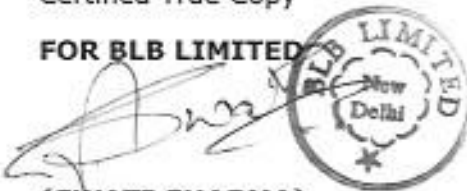
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- g. Sh. Vikram Rathi, Executive Director and Ms. Swati Sharma, Company Secretary be and are hereby severally authorised to furnish a copy of the aforesaid resolution to the concerned authorities."

Certified True Copy

FOR BLB LIMITED



(SWATI SHARMA)

COMPANY SECRETARY

Membership No. : A34698
Date : 30.12.2015
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