

26.09.2018

Scrip code: BSE: 532290

NSE: BLBLIMITED

ISIN.: INE791A01024

The Manager (Listing)

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001

The Manager (Listing)

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai-400 051

Dear Sir/Madam,

Subject: Minutes of the 37th Annual General Meeting

We are please to enclose herewith a copy of minutes of the 37th Annual General Meeting of the Company held on Tuesday, August 28, 2018.

This is for your kind information and records.

Thanking you,

Yours Sincerely,

For BLB LIMITED



(VARSHA YADAV)
COMPANY SECRETARY

Encl.: a/a

BLB Limited

CIN : L67120HR1981PLC051078
Corporate Member : NSE & BSE

Corporate Office : H.No. 4760-61/23, 3rd Floor, Ansari Road, Darya Ganj, New Delhi-110 002 Tel : 011-49325600. Fax : 011-49325637
Registered Office : SCO (Shop Cum Office) No.22, Spring Field Colony, Extension No.1, Near Sector 31-32, Faridabad-121003, Haryana
Website : www.blblimited.com, Email : infobl@blblimited.com

MINUTE BOOK

MINUTES OF THE 37TH ANNUAL GENERAL MEETING OF BLB LIMITED HELD ON TUESDAY, THE 28TH DAY OF AUGUST, 2018 COMMENCED AT 11:00 A.M. AND CONCLUDED AT 11:35 A.M. AT MAGPIE TOURIST RESORT, (A UNIT OF HARYANA TOURISM CORPORATION LTD.), 16A, MATHURA ROAD, FARIDABAD-121002, HARYANA

DIRECTORS' PRESENT:

SH. BRIJ RATTAN BAGRI - CHAIRMAN
SMT. DHWANI JAIN - DIRECTOR AND CHAIRMAN OF AUDIT /
STAKEHOLDERS / NOMINATION &
REMUNERATION COMMITTEE
SH. KESHAV CHAND JAIN - DIRECTOR
SH. VIKRAM RATHI - EXECUTIVE DIRECTOR

IN ATTENDANCE:

MS. VARSHA YADAV - COMPANY SECRETARY

INVITEE:

SH. RAMESH KUMAR AHUJA - REPRESENTATIVE OF M/S R.K. AHUJA & CO.,
CHARTERED ACCOUNTANT, STATUTORY AUDITORS
SH. LAKHAN GUPTA - PARTNER OF M/S. CHANDRASEKARAN ASSOCIATES,
SECRETARIAL AUDITORS AND SCRUTINIZER
MR. ANSHUL MEHRA - CHIEF FINANCIAL OFFICER

MEMBERS PRESENT:

139 members holding 32,397,447 Equity Shares were present in person and 4 members holding 10,102,959 Equity Shares were present through proxy.

CHAIRMAN OF THE MEETING

In terms of Article 62 of the Article of Association of the Company, Sh. Brij Rattan Bagri, Chairman of the Board of Directors occupied the Chair.

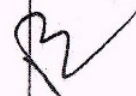
PROCEEDINGS

Company Secretary with the permission of Chair declared that the requisite quorum was present, and thereafter called the meeting to order.

All the Directors except Sh. Manas Jain, Independent Director attended the meeting.

It was informed by the Company Secretary that the Register of Members, Proxy Register, Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts and Arrangements in which Directors are interested, Financial Statement of Subsidiaries, Memorandum and Articles of Association, Minutes of previous Annual General Meeting and other relevant documents required to be kept open for inspection were available for inspection during the meeting.

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Company Secretary informed the members that since there were no qualifications, observations, comments or other remarks in the Auditors Report and the Secretarial Auditors Report, therefore the same were taken as read with permission of members present at the meeting.

The Chairman then addressed the members and delivered his speech on Company's performance and future outlook.

The Chairman explained the objective and implications of the resolutions proposed to be passed at AGM. Thereafter he asked the shareholders present to raise queries, if any, on the financials or working of the Company, thereafter few Shareholders present therein raised their queries on the financials of the Company which were replied by the Chairman to their satisfaction.

The Company Secretary then informed that in compliance with the provisions of the Companies Act, 2013, along with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided to the Members the facility to cast their vote through remote e-voting facility which commenced from **Saturday, August 25, 2018 (9:00 A.M. IST)** and ended on **Monday, August 27, 2018 (5:00 P.M. IST)**, on the resolutions set forth in the Notice of the AGM dated August 02, 2018.

It was further informed to the members that who had not cast their votes through remote e-voting are provided with an opportunity to cast their votes at the meeting through Ballot papers. For the said purpose Company had appointed Mr. Rupesh Agarwal (COP: 5673) failing him Mr. Lakhan Gupta (COP: 13725), Practicing Company Secretaries as the Scrutinizer to scrutinize the e - voting process and also voting through Ballot Paper. Mr. Lakhan Gupta was present during the meeting.

The members were told that the combined results of e-voting and ballot papers shall be posted on the website of the Company, NSDL, and the Stock Exchanges within 48 hours from the conclusion of the meeting.

Further the members were informed that in case of ambiguity about the validity of proxy, the scrutinizer shall decide the same in consultation with the Chairman, and the decision of scrutinizer on the validity or otherwise shall be final.

Mr. Lakhan Gupta, scrutinizer showed the empty Ballot boxes to the members.

Company Secretary requested the members and proxies to cast their votes in respect of all the agenda items as stated in the Notice of Annual General Meeting on the polling/ballot paper provided to them. The members were allotted 15 minutes for casting their votes through polling process.

After ensuring that all the members and proxies participating in the poll had casted their votes, the scrutinizer closed the poll, locked & sealed the Ballot Boxes in presence of the members and took the custody of the same.

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Further, on the basis of votes received on the items of business contained in the Notice of the AGM through remote e-voting and Poll, the Scrutinizer submitted his report for the remote e-voting and poll to the Chairman of the Meeting. As per the report, the following resolutions were passed by the members of the Company with the requisite majority:

1. **CONSIDERATION, APPROVAL AND ADOPTION OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018 ALONG WITH INDEPENDENT AUDITORS' REPORT THEREON AND DIRECTORS' REPORT OF THE COMPANY.**

"RESOLVED THAT audited Financial Statements and audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 along with Independent Auditors' Report thereon and Directors' Report of the Company be and are hereby received, considered, approved and adopted."

Summary of the remote e-voting and voting through ballot papers on above resolution is as follows:

Total No. of Valid Votes Cast (E-voting & Poll)	Total No. of Votes cast in favour (E-voting & Poll)	Total No. of Votes cast against (E-voting & Poll)	Total no. of Invalid votes
45763438	45763438	0	0

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

2. **APPOINTMENT OF DIRECTOR IN PLACE OF SH. BRIJ RATTAN BAGRI (DIN: 00007441), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

"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."

Summary of the remote e-voting and voting through ballot papers on above resolution is as follows:

Total No. of Valid Votes Cast (E-voting & Poll)	Total No. of Votes cast in favour (E-voting & Poll)	Total No. of Votes cast against (E-voting & Poll)	Total no. of Invalid votes
45763438	45760245	3193	0

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

3. **RATIFICATION OF APPOINTMENT OF M/S. R.K. AHUJA & CO., CHARTERED ACCOUNTANTS (FRN: 031632N), AS STATUTORY AUDITORS OF THE COMPANY.**

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and

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Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. R.K. Ahuja & Co. Chartered Accountants, (Firm Registration No. 031632N), as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of 41st Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to decide and finalize the remuneration of the Statutory Auditors for each financial year, as recommended by the audit Committee for the relevant year during the aforesaid term of their appointment."

Summary of the remote e-voting and voting through ballot papers on above resolution is as follows:

Total No. of Valid Votes Cast (E-voting & Poll)	Total No. of Votes cast in favour (E-voting & Poll)	Total No. of Votes cast against (E-voting & Poll)	Total No. of Invalid votes
45763438	45763438	0	0

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

4. APPOINTMENT OF MR. CHITTER KUMAR AGGARWAL (DIN: 0038502) AS A DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and all other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereon, Mr. Chitter Kumar Aggarwal (DIN: 0038502), in respect of whom the company has received from a member a notice in writing pursuant to the requirements of Section 160 of the Act proposing his candidature for appointment as a Director be and is hereby appointed as a Director of the Company and he shall not be liable to retire by rotation."

Summary of the remote e-voting and voting through ballot papers on above resolution is as follows:

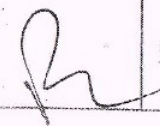
Total No. of Valid Votes Cast (E-voting & Poll)	Total No. of Votes cast in favour (E-voting & Poll)	Total No. of Votes cast against (E-voting & Poll)	Total No. of Invalid votes
45763438	45760249	3189	0

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

5. APPROVAL FOR CHANGE IN THE NAME OF COMPANY AND AMENDMENT IN MEMORANDUM OF ASSOCIATION

"RESOLVED THAT pursuant to the provisions of Section 13 of Companies Act 2013 read with Rule 29 of the Companies (Incorporation) Rules, 2014 and other applicable provisions of the Companies Act, 2013 if any and the rules framed there under, and subject to the

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approval of the Central Registration Centre (CRC) and Registrar of Companies, NCT of Delhi & Haryana Central Government or any concerned authority, the consent of members be and is hereby accorded to change the name of the company from BLB LIMITED to CAPRISE LIMITED or such other name as may be approved by the Registrar of Companies and Central Registration Centre (CRC).

RESOLVED FURTHER THAT pursuant to such amendment in name, the Memorandum of Association of the Company be and is hereby altered by substituting the following clause for the existing clause I in the following manner:-

I. THE NAME OF THE COMPANY IS "CAPRISE LIMITED OR SUCH OTHER NAME AS MAY BE APPROVED BY THE CENTRAL REGISTRATION CENTRE (CRC) AND REGISTRAR OF COMPANIES".

RESOLVED FURTHER THAT wherever the name "BLB LIMITED" is appearing in the Memorandum of Association be substituted by "CAPRISE LIMITED" or such other name as may be approved by the Central Registration Centre (CRC) and Registrar of Companies.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorized to file such applications, documents, forms, papers with appropriate authorities to give effect to change of name of Company and to do all such other acts, deeds, and things as may be required or necessary to give effect to the above resolution."

Summary of the remote e-voting and voting through ballot papers on above resolution is as follows:

Total No. of Valid Votes Cast (E-voting & Poll)	Total No. of Votes cast in favour (E-voting & Poll)	Total No. of Votes cast against (E-voting & Poll)	Total No. of Invalid votes
45763438	45760245	3193	0

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

6. APPROVAL FOR AMENDMENT IN THE ARTICLE OF ASSOCIATION

"RESOLVED THAT pursuant to provisions of Section 14 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and consequent to proposed name change of the Company from BLB Limited to "Caprise Limited" or such other name as may be approved by the Registrar of the Companies, Articles of Associations of the Company be and are hereby altered by substituting following:

"the Company" means CAPRISE LIMITED or such other name as may be approved by the Registrar of Companies.

RESOLVED FURTHER THAT wherever the name "BLB LIMITED" is appearing in the Articles of Association be substituted by "CAPRISE LIMITED" or such other name as may be approved by the Central Registration Centre (CRC) and Registrar of Companies."

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RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorized to file necessary forms & to do all such acts, deeds, and things as may be required or necessary to give effect to the above resolution."

Summary of the remote e-voting and voting through ballot papers on above resolution is as follows:

Total No. of Valid Votes Cast (E-voting & Poll)	Total No. of Votes cast in favour (E-voting & Poll)	Total No. of Votes cast against (E-voting & Poll)	Total No. of Invalid votes
45763438	45763438	0	0

The above resolution was passed by requisite majority 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 of Entry : 21/09/2018
 Date of Signing : 21/09/2018
 Place of signing : NEW DELHI


 (BRIJ RATIAN BAGRI)
 Chairman of the Meeting

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