

September 3, 2024

ISIN: INE791A01024

<p>To,</p> <p>The Manager (Listing) National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai- 400 051</p> <p>Symbol: BLBLIMITED</p>	<p>To,</p> <p>The Manager (Listing) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001</p> <p>Scrip Code: 532290</p>
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Sub: Notice of 43rd Annual General Meeting of members of the Company and Cut-off Date

Dear Sir/ Ma'am,

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, attached please find herewith the Notice of the **43rd Annual General Meeting** ("AGM") of the members of the Company scheduled to be held on **Thursday, September 26, 2024 at 11:30 a.m.** via Video Conference/ Other Audio Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and SEBI.

The said Notice along with the Annual Report for the FY 2023-24 is being sent to the members of the Company through electronic mode today.

Further, in compliance with Section 108 of The Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of SEBI (LODR) Regulations, the Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on all resolutions (as set out in the AGM notice) to those members, who are holding equity shares either in physical or in electronic form as on the **cut-off date** i.e. **Thursday, September 19, 2024.**

The remote e-voting period commences on Monday, September 23, 2024 at 09:00 a.m. and ends on Wednesday, September 25, 2024 at 05:00 p.m. (IST).

The Notice of 43rd AGM including e-voting instructions and the Annual Report for the F.Y. 2023-24 are also available on the website of the Company at www.blblimited.com.

Kindly place the above information on records.

For **BLB Limited**



Nishant Garud
Company Secretary
M. No.: A 35026

Encl: As above

BLB Limited

CIN : L67120DL1981PLC354823
Corporate Member : NSE

Registered Office : H.No. 4760-61/23, 3rd Floor, Ansari Road, Darya Ganj, New Delhi-110 002 Tel : 011-49325600

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

BLB LIMITED

CIN: L67120DL1981PLC354823

Regd. Office: H. No. 4760-61/23, 3rd Floor, Ansari Road, Daryaganj, New Delhi – 110002

Website: www.blblimited.com; E-mail: infobl@blblimited.com; Tel: 011 49325600

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 43RD ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD AT 11:30 A.M. (IST) ON THURSDAY, SEPTEMBER 26, 2024 THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES:

To consider and, if thought fit, pass the following resolutions as **Ordinary Resolutions:**

- To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 including the Auditors Report thereon and Directors' Report.**

"RESOLVED THAT audited Financial Statements of the Company for the financial year ended March 31, 2024 including Balance Sheet as on March 31, 2024, Statement of Profit and Loss for the year ended and Cash Flow Statement for the year ended on that date along with Independent Auditors' Report thereon and Directors' Report of the Company be and are hereby received, considered, approved and adopted."

- 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.**

"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."

- To appoint M/s. Ram Rattan & Associates. Chartered Accountants, (FRN: 004472N and Peer review Certificate No. 015014) as Statutory Auditors of the Company.**

"RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s), modification(s) or variation or reenactment thereof for the time being in force), and based on the recommendation of the Audit Committee and of the Board of Directors of the Company, M/s. Ram Rattan & Associates, Chartered Accountants (FRN: 004472N and Peer review Certificate No. 015014) be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 43rd Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to fix the remuneration payable to the Statutory Auditors of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company and/ or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution."

SPECIAL BUSINESSES:-

4. **To approve the appointment of Statutory Auditors appointed in the Board Meeting to fill casual vacancy caused by resignation of the previous Auditors.**

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation/ approval made by the Board of Directors through resolution passed on August 30, 2024, the appointment of M/s. Ram Rattan & Associates, Chartered Accountants (FRN: 004472N), be and are hereby approved to act as the Statutory Auditors of the Company to fill the casual vacancy until the conclusion of 43rd Annual General Meeting of the Company caused by the resignation of M/s. VSD & Associates, Chartered Accountants, on such remuneration and out of pocket expenses as may be recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors

RESOLVED FURTHER THAT Board of Directors of the Company and/ or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution.”

5. **To consider and approve re-appointment of Sh. Anshul Mehra (DIN: 00014049) as an Executive Director of the Company w.e.f August 1, 2025.**

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provision of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment thereof, for time being in force), Memorandum and Articles of Association and subject to such approvals as may be required and as recommended by the Nomination and Remuneration Committee in terms of Nomination and Remuneration policy and approval of the Board, the consent and approval of members of the Company be and is hereby accorded for the re-appointment of Sh. Anshul Mehra (DIN: 00014049) as a Whole Time Director, designated as an Executive Director of the Company for a term of three (3) years with effect from August 1, 2025 to July 31, 2028, not liable to retire by rotation, at a remuneration upto Rs. 50 lacs per annum and upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to pay the remuneration to Sh. Anshul Mehra for a term of three (3) years with effect from August 1, 2025 within the overall limit of Rs. 50 lacs per annum (gross) including changing his designation 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 V of the Companies Act, 2013.

RESOLVED FURTHER THAT in addition to the aforesaid remuneration, Sh. Anshul Mehra shall be entitled to Contribution to provident fund, reimbursement of medical expenses and Leave and Travel Concession including encashment of leave as per the Company's Policy and the same shall not be part

of overall limit of Rs. 50 lacs per annum (gross) or such minimum remuneration subject to the compliance of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or Company Secretary of the Company be and is hereby authorized to do all such further acts, deeds, things and execute all such documents, instruments and writings as may be required to take all such actions as may be required to give effect to the above said resolution."

6. To designate and approve the appointment of Sh. Brij Rattan Bagri (DIN: 00007441), as Chairman & Managing Director of the Company w.e.f. September 26, 2024 on attaining the age of 70 years.

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 196(3), 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification or re-enactment thereof, for the time being in force), Memorandum and the Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee in terms of Nomination and Remuneration policy and Board of Directors of the Company, the consent and approval of the Company be and is hereby accorded to designate and appoint Sh. Brij Rattan Bagri (DIN: 00007441) as Chairman & Managing Director of the Company for a period of three (3) years from September 26, 2024 to September 25, 2027, who has attained the age of 70 years, at a remuneration upto Rs. 90 lacs per annum and upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded pursuant to the Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for payment of aggregate annual remuneration paid / payable to the Executive Directors of the Company who are promoter or members of promoter group upto Rs. 5.00 Crores or 2.5% per cent of the net profits of the Company calculated as per Section 198, whichever is higher and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to pay the remuneration to Sh. Brij Rattan Bagri for a term of three (3) years with effect from September 26, 2024 within the overall limit of Rs. 90 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 V of the Companies Act, 2013.

RESOLVED FURTHER THAT in addition to the aforesaid remuneration, Sh. Brij Rattan Bagri shall be entitled to reimbursement of medical expenses and Leave and Travel Concession including encashment of leave as per the Company's Policy and the same shall not be part of overall limit of Rs. 90 lacs per annum (gross) or such minimum remuneration subject to the compliance of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in terms of Section 196 of the Companies Act, 2013 and other applicable provisions, the consent of the members be and is hereby accorded for continuation of holding of office of Managing Director by Sh. Brij Rattan Bagri (DIN: 00007441) who has attained the age of 70 (Seventy) years, on the existing terms and conditions duly approved by the shareholders of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Appointment of Smt. Anita Sharma (DIN: 07225687) as an Independent Director of the Company.

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, read with Schedule IV of the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the basis of the recommendation of the Nomination and Remuneration Committee in terms of Nomination and Remuneration policy and the Board of Directors and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Act proposing her candidature for the office of the Independent Director of the Company and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and SEBI LODR Regulations and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and who is eligible for appointment, Smt. Anita Sharma (DIN: 07225687) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years (5) from September 26, 2024 till September 25, 2029.

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary of the Company be and is hereby authorized to finalize and issue the letter of appointment to the concerned director and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

8. Re-appointment of Sh. Deepak Sethi (DIN: 01140741) as an Independent Director of the Company.

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule IV of the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the basis of the recommendation of the Nomination and Remuneration Committee in terms of Nomination and Remuneration policy and the Board of Directors, Sh. Deepak Sethi (DIN: 01140741), who was appointed as an Independent Director by the members of the Company in the 39th Annual General Meeting held on September 28, 2020 for period of five (5) consecutive years w.e.f. September 28, 2020 and is currently serving as an Independent Director of the Company and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and SEBI LODR Regulations and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and who is eligible for re-appointment for a second term under the provisions of the Act and the rules made thereunder and SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Act proposing his candidature for the office of the Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for another term of five (5) consecutive years effective from September 28, 2025 till September 27, 2030.

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary of the Company be and is hereby authorized to finalize and issue the letter of appointment to the concerned director and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

9. Re-appointment of Sh. Gaurav Gupta (DIN: 00531708) as an Independent Director of the Company.

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV of the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the basis of the recommendation of the Nomination and Remuneration Committee in terms of Nomination and Remuneration policy and the Board of Directors, Sh. Gaurav Gupta (DIN: 00531708), who was appointed as an Independent Director by the members of the Company in the 39th Annual General Meeting held on September 28, 2020 for period of five (5) consecutive years w.e.f. September 28, 2020 and is currently serving as an Independent Director of the Company and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and SEBI LODR Regulations and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and who is eligible for re-appointment for a second term under the provisions of the Act and the rules made thereunder and SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Act proposing his candidature for the office of the Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for another term of five (5) consecutive years effective from September 28, 2025 till September 27, 2030.

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary of the Company be and is hereby authorized to finalize and issue the letter of appointment to the concerned director and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

10. To approve contribute/make/provide Donation for bona fide charitable purposes

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013 (‘Act’) and other applicable provisions (including any statutory amendment(s), modification(s), clarification(s), substitution(s), enactment(s) or re-enactment(s) thereof for the time being in force) and other rules, regulations, guidelines, statutory notifications made by any statutory authorities and modifications thereof, consent of the Members of the Company be and is hereby accorded to contribute, donate or otherwise provide assistance from time to time to any bona fide charitable, social, benevolent and other funds, body, society, trust, etc., as would be approved by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any duly constituted committee(s) thereof or such other person(s) authorised by the Board), in any financial year, in one or more tranches, from time to time, notwithstanding that such amount in the financial year may exceed the limit of 5% of the average net profits for the three immediately preceding financial years of the Company.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this resolution.”

**By order of the Board of Directors of
BLB Limited**

**Sd/-
Nishant Garud
Company Secretary
M. No. A35026**

**Date : August 30, 2024
Place : New Delhi**

Registered Office:

H. No. 4760-61/23, 3rd Floor, Ansari Road,
Daryaganj, New Delhi- 110002
CIN: L67120DL1981PLC354823
Website: www.blblimited.com
E-mail: infobl@blblimited.com
Tel.: 011- 49325600

IMPORTANT NOTES:

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act'), read with the relevant rules made thereunder, setting out the material facts and reasons in respect of item nos. 3 to 10 of this Notice of AGM ('Notice'), is annexed herewith.

Pursuant to MCA Circular Nos. 14/2020, 17/2020, 20/2020, 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020 and December 28, 2022 followed by General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (hereinafter referred to as "SEBI Circulars") physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

Further, Securities and Exchange Board of India (SEBI), vide its Circular dated October 07, 2023 (SEBI Circular) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations, SEBI Circular and MCA Circulars, the 43rd AGM of the Company is being held through VC/OAVM on Thursday, September 26, 2024 at 11:30 a.m. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at 4760-61/23, 3rd Floor, Ansari Road, Daryaganj, New Delhi- 110002, which shall be the deemed venue of the AGM.

2. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/ OAVM FACILITY, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. Details of Directors retiring by rotation/ seeking re-appointment at this Meeting pursuant to Regulation 36 SEBI Listing Regulations read with the applicable provisions of Secretarial Standard-2 issued by the ICSI are provided in the "Annexure" to the Notice.

Dispatch of Annual Report through electronic mode:

4. **In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.blblimited.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.**
5. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in dematerialized mode are requested to register / update their e-mail address with the relevant Depository Participant.

- b) The process to be followed for registration/ updation of e-mail address by Members holding shares in physical mode, is in this Notice.

Procedure for joining the AGM through VC / OAVM:

6. The Company has appointed National Securities Depositories Limited ("NSDL") for providing facility for voting through remote e-Voting, for participation in the 43rd AGM through VC/ OAVM Facility and e-Voting during the AGM.
7. Members may join the 43rd AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the Members 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/ OAVM facility after 30 minutes of the commencement of the AGM.
8. Members may note that the VC/ OAVM Facility, provided by NSDL, allows participation of 1,000 and more Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
9. Attendance of the Members participating in the 43rd AGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 43rd AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM.

10. Instructions for Members for remote e-voting and joining general meeting are as under:-

The remote e-voting period begins on **Monday, September 23, 2024 at 09:00 a.m. (IST)** and ends on **Wednesday, September 25, 2024 at 05:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Thursday, September 19, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 19, 2024.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for I D e A S P o r t a l" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "ogin" which is available under 'hareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers'website directly. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](http://www.cdslindia.com).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "ogin" which is available under 'hareholder/Member's section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically

4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password' you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'user ID' and your 'initial password'

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting"
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rupesh@cacsindia.com / shashikant@cacsindia.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre - Senior Manager, NSDL at designated e-mail Id: evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to csblb@blblimited.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to csblb@blblimited.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

The instructions for members for e-voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, e-mail id, mobile number at **csblb@blblimited.com** at least 7 days before the meeting. The same will be replied by the Company suitably.

11. Other information for Members:

- a. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of September 19, 2024.
- b. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 43rd AGM by e-mail and holds shares as on the cut-off date i.e. September 19, 2024, may obtain the User ID and password by sending a request to the Company's e-mail address **csblb@blblimited.com**. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on **www.evoting.nsdl.com**.

- c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
 - d. Mr. Rupesh Agarwal, Practicing Company Secretary, (Membership No. ACS 16302), failing him Mr. Shashikant Tiwari (Membership No. FCS 11919) Partner(s) M/s. Chandrasekaran Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
 - e. During the 43rd AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 43rd AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 43rd AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 43rd AGM.
 - f. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 2 working days from the conclusion of the 43rd AGM, who shall then countersign and declare the result of the voting forthwith.
 - g. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.blblimited.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited.
12. Pursuant to the MCA Circulars and SEBI Circular the Notice of the 43rd AGM and the Annual Report for the year 2024 including therein the Audited Financial Statements for year 2024, are being sent only by e-mail to the Members of the Company as on Friday, August 23, 2024. Therefore, those Members, whose e-mail address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 43rd AGM and the Annual Report for the year 2024 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address csblb@blblimited.com.
 - b. For the Members holding shares in demat form, please update your e-mail address through your respective Depository Participant/(s).
13. The Notice of the 43rd AGM and the Annual Report for the year 2024 including therein the Audited Financial Statements for the year 2023-24, will be available on the website of the Company at www.blblimited.com and the website of National Stock Exchange of India Limited at

www.nseindia.com and BSE Limited at www.bseindia.com. The Notice of AGM will also be available on the website of NSDL at www.evoting.nsdl.com. Any member/s requiring the hard copy of Annual Report may write to us at csblb@blblimited.com or send a duly signed request in original at the registered office of the Company.

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice and explanatory statement will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to csblb@blblimited.com.
15. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. No unpaid dividend was required to be transferred to IEPF Authority in the FY 2023-24.
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
17. As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

Norms for furnishing of PAN, KYC, Bank details and Nomination:

18. SEBI vide its latest Circular dated November 17, 2023, in supersession of earlier Circulars, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC Documents to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios. SEBI has introduced Form ISR - 1 along with other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof.

In terms of the aforesaid SEBI Circular, effective from January 01, 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.

19. Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case maybe.

20. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has announced the introduction of a Common Online Dispute Resolution Portal (“ODR Portal”), whereby the existing dispute resolution mechanism in the Indian securities market is being streamlined under the aegis of Stock Exchanges and Depositories (collectively referred to as Market Infrastructure Institutions (MIIs), by expanding their scope and by establishing a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal named “SMART ODR” can be accessed through the URL: <https://smartodr.in/login> and the same can also be accessed through the Company's website www.blblimited.com.

21. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13, which is available on the website of the Company. Further, SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023 has mandated to submit the Form ISR-3 or SH-14 as the case may be, if a member desires to opt out or cancel the earlier nomination and record a fresh nomination.
22. All aforesaid documents/ requests should be submitted to M/s. Abhipra Capital Limited, at the address mentioned below:

M/s. Abhipra Capital Limited
Abhipra Complex, A-387,
Dilkhush Industrial Area,
G T Karnal Road, Azadpur
Delhi- 110033
E-mail: rta@abhipra.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO.3**

M/s. VSD & Associates, Chartered Accountants (FRN: 008726N), the existing Statutory Auditor of the Company had resigned on August 14, 2024.

On the recommendation of Audit Committee, the Board of Directors in its meeting held on August 30, 2024, considering the experience and expertise of M/s. Ram Rattan & Associates, recommended to the members, the appointment of M/s. Ram Rattan & Associates, Chartered Accountants (FRN: 004472N) as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 43rd Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company.

M/s. Ram Rattan & Associates, Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. M/s. Ram Rattan & Associates, Chartered Accountants, have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate No. 015014 issued by the 'Peer Review Board' of the ICAI. The Auditors had confirmed that no proceedings are pending with respect to professional matters of conduct before the Institute of Chartered Accountants of India or any competent authority or any Court.

In terms of Regulation 36(5) of Listing Regulations, the necessary disclosures are as under:

a. Proposed fees payable to the statutory auditor(s) along with terms of appointment

The proposed remuneration to be paid to the Statutory Auditors is Rs. 2 lacs (excluding GST) for the FY 2024-25. The remuneration for the subsequent years of their term shall be fixed by the Board of Directors, based on the recommendation of the Audit Committee.

b. Any material change in the fee payable to new auditor from that paid to the outgoing auditor along with the rationale for such change;

The remuneration of Rs. 2 Lakhs (exclusive of GST) was paid to the previous statutory auditor. There is no material change in the remuneration proposed to be paid to the Auditors.

c. Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed:

M/s. Ram Rattan & Associates is a Chartered Accountant firm and have significant experience to provide quality services in the areas of Audit, Accounting outsourcing, Taxation (Direct and Indirect), Company Law Matters, Management Consultancy, Fixed Assets Verification, Information System Audit etc.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives except to the extent of shareholding are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the accompanying Notice.

ITEM NO. 4

The Members of the Company at its 41st Annual General Meeting ("AGM") had appointed M/s. VSD & Associates, Chartered Accountants, (FRN: 008726N) as Statutory Auditors of the Company to hold office from the conclusion of 41st AGM till the conclusion of 46th AGM.

M/s. VSD & Associates, Chartered Accountants, (FRN: 008726N) vide letter dated August 14, 2024, have resigned from the position of Statutory Auditors of the Company due their other professional assignments and pre occupation, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

Pursuant to compliance of Section 139(8) of Companies Act, 2013 and rules there under, Board is required to fill casual vacancy of Auditor's office within 30 days but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the Company at a general meeting convened within 3 months of the recommendation of the Board and the said Auditor shall hold the office till the conclusion of the next AGM.

Accordingly, the Board of Directors at its meeting held on August 30, 2024, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act 2013, appointed M/s. Ram Rattan & Associates, Chartered Accountants, (FRN: 004472N), to hold office as the Statutory Auditors of the Company till the conclusion of 43rd AGM and to fill the casual vacancy caused by the resignation of M/s. VSD & Associates, Chartered Accountants, subject to the approval of the members in the forthcoming general meeting of the Company.

The Company has received consent letter and eligibility certificate from M/s. Ram Rattan & Associates, Chartered Accountants, to act as Statutory Auditors of the Company in place of M/s. VSD & Associates, Chartered Accountants, along with a confirmation that, their appointment if made, would be within the limits prescribed under the Companies Act 2013.

The disclosure under Regulation 36(5) of Listing Regulations are already disclosed in explanatory statement to item no.3 above.

Proposed fees payable to the statutory auditor(s) along with terms of appointment will be as mutually decided by Board/ Audit Committee and Auditors and no major material change in the fee payable to such auditor from that paid to the outgoing auditor.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives except to the extent of shareholding are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the accompanying Notice.

ITEM NO. 5

The members of the Company in their 40th Annual General Meeting held on September 25, 2021, appointed Sh. Anshul Mehra as an Executive Director of the Company with effect from August 1, 2022 for a period of 3 years upto July 31, 2025, not liable to retire by rotation.

Sh. Anshul Mehra, is the Executive Director of the Company since August 1, 2019. He is contributing and advising on the corporate, legal, financial affairs business development, strategic planning, etc. of the Company and plays vital role in the present strength and existence of the Company. He is a B. Com Graduate and fellow member of The Institute of Chartered Accountants of India. He has a rich experience of around 35 years in Capital Market, Accounts & Finance and Taxation etc.

The current term of appointment of Sh. Anshul Mehra is valid till July 31, 2025.

Considering the contribution of Sh. Anshul Mehra toward overall achievement of organizational goal, the Board of Directors recommends to re-appoint Sh. Anshul Mehra as an Executive Director of the Company for a further period of 3 years with effect from August 1, 2025 with an overall limit of remuneration of Rs. 50 lacs per annum which is in line with the recommendation of Nomination and Remuneration Committee.

The Board of Directors has, subsequent to the approval and recommendation of the Nomination and Remuneration Committee in its meeting held on August 30, 2024, approved the re-appointment of Sh. Anshul Mehra as an Executive Director as mentioned in the respective resolution at Item no. 5 subject to shareholders' approval.

As per the provisions of Section 196, 197, 203 read with rules made thereunder and Schedule V of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment and payment of remuneration to the Executive Director requires member's approval in General Meeting.

Sh. Anshul Mehra has declared that he is not disqualified to be a Director of the Company and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and has given his consent to be re-appointed as Whole Time Director of the Company.

Sh. Anshul Mehra does not hold equity shares of the Company and is not a Director in any Company.

No Director, Key Managerial Personnel or their relatives, other than Sh. Anshul Mehra and his relatives are concerned or interested in this resolution.

The statement of information as required under Schedule V of the Companies Act, 2013 is as under:-

I. GENERAL INFORMATION

- (1) **Nature of Industry** : Stock Broking and allied Services
- (2) **Date of commencement of Commercial Operation** : 04.12.1981
- (3) **In case of new companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the prospectus** : Not Applicable

(4) Financial Performance:

(Rs. In lacs)

S. No.	Particulars	FY 2023-24	FY 2022-23
1.	Total Income	31,457.65	21,886.52
2.	Total Expenditure	31,108.10	21,163.70

3.	Profit/ (Loss) before Tax	349.55	798.49
4.	Profit/ (Loss) after Tax	261.11	604.86
5.	Other Comprehensive Income	0.20	1.85
6.	Total Income/ (loss) for the year	261.31	606.71

(5) **Foreign investments or collaborators, if any** : None

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background Details:

Sh. Anshul Mehra, aged 58 years, is a Fellow member of Institute of Chartered Accountants of India and has a total work experience of around 35 years.

(2) Past remuneration:

(Rs. in lacs)

Name	Designation	Salary (Rs.)	Perquisites (Rs.)	Incentives (Rs.)	Total (Rs.)
Sh. Anshul Mehra	Executive Director	19.15 Lacs per annum	-	-	19.15 Lacs per annum

(3) Job profile and his suitability, recognition or awards:

Sh. Anshul Mehra is a Chartered Accountant by qualification and is contributing and advising on the corporate, legal, financial and strategic planning affairs of the Company. He plays a vital role in the management and administration of the affairs of the Company.

(4) Remuneration Proposed:

As set out in the special resolution at the item no. 5 of the Notice dated August 30, 2024. for convening the 43rd Annual General Meeting of the Company.

The re-appointment and remuneration to Executive Director has been approved by the Nomination and Remuneration Committee and Board of Directors in their meetings held on August 30, 2024.

(5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

Taking into consideration the size of the Company, the profile of Sh. Anshul Mehra and the responsibilities shouldered by him, the aforesaid remuneration package commensurate with the remuneration package paid to candidates in similar managerial position in other Companies in the industry.

(6) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel or other director, if any:

Besides, the remuneration proposed, Sh. Anshul Mehra does not have any other pecuniary relationship direct or indirect with the Company or with any other Managerial Personnel.

III. OTHER INFORMATION:**(1) Reasons of loss or inadequate profit:**

There are no losses during the financial year 2023-24 and the Company does not envisage any loss or inadequate profits during the tenure of appointment of Sh. Anshul Mehra.

However, approval of the members by way of Special Resolution is sought as a matter of abundant caution in order to ensure continuity in payment of remuneration to the Whole time directors irrespective of the unforeseen volatility in operations/ profitability and also as per the requirements of Section II of Part II of Schedule V to the Companies Act, 2013.

(2) Steps taken or proposed to be taken for improvement:

The Company is optimistic to perform better in forthcoming Financial Years. The Company has taken appropriate steps to maintain and improve the profitability in future. The management makes continuous endeavors and efforts to bring an increase in the profitability of the Company.

(3) Expected increase in productivity and profit in measurable terms:

The Company shall take all the reasonable steps and measures to maintain and improve the profitability, however, the same cannot be predicted.

IV. DISCLOSURE:

All the relevant information pertaining to the Executive Directors and other Directors required to be disclosed in the Directors' Report under the heading "Corporate Governance" is attached to the Annual Report.

The Directors are of the opinion that the re-appointment of Sh. Anshul Mehra as an Executive Director will be in the interest of the Company considering his rich experience, industry knowledge and strong board performance that will benefit the Company in the long run and also help the Company to steer through the difficult and challenging times.

Accordingly, the board recommends the Special Resolution at Item no. 5 of this notice for your approval.

The Explanatory Statement together with the accompanying resolution may also be regarded as an abstract and memorandum of interest for the terms of re-appointment and remuneration of Sh. Anshul Mehra, as an Executive Director of the Company under Section 190 of the Companies Act, 2013.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice.

Except Mr. Anshul Mehra and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the accompanying Notice.

ITEM NO. 6

Sh. Brij Rattan Bagri (DIN: 00007441), aged 73 years, is the Chairman, Non-executive Director and Promoter of the Company.

He has been effectively performing his duties and providing valuable guidance to the Company in key strategic matters from time to time. He is associated with the Company since 1981 and had over 50 years of rich and varied experience in the field of Capital and Securities Market. Sh. Brij Rattan Bagri is also a person of integrity who possesses required expertise and his association as a Director will be beneficial to the Company.

Considering the contribution of Sh. Brij Rattan Bagri toward Company's growth and development, the Board of Directors recommends to designate and appoint him as Managing Director of the Company for a period of 3 years with effect from September 26, 2024 with an overall limit of remuneration of Rs. 90 lacs per annum which is in line with the recommendation of Nomination and Remuneration (NRC) Committee and NRC policy of the Company.

The Board of Directors has, subsequent to the approval and recommendation of the Nomination and Remuneration Committee in its meeting held on August 30, 2024, approved the appointment of Sh. Brij Rattan Bagri as a Managing Director as mentioned in the respective resolution at Item no. 6 subject to shareholders' approval.

The Company also seeks consent of the members by way of special resolution for appointment and continuation of Sh. Brij Rattan Bagri as Managing Director of the Company, being more than the age of 70 years during his term of said appointment under the provisions of Section 196 of the Companies Act, 2013.

As per the Section 197 read with other applicable provisions of the Companies Act, 2013 and Rules made thereto, the remuneration payable to any one managing director or whole-time director or manager shall not exceed five percent of the net profits of the company and if there is more than one such Director, the remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together.

However, as per Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), in case of listed company, the annual remuneration payable to Executive Directors who are promoters or members of the promoter group shall not exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity or where there is more than one such Director, the aggregate annual remuneration to such Directors shall not exceeds 5 per cent of the net profits of the listed Company unless it is approved by the shareholders of the Company through special resolution.

Currently, the Company is not having any promoter Executive Directors and the Board of Directors are proposing the appointment of Sh. Brij Rattan Bagri as a Managing Director of the Company who is also the promoter of the Company. Therefore, the Consent of the Members is being sought to approve the remuneration paid/ payable to them during his tenure as Managing Director of the Company within the limit as mentioned in the Regulation 17(6)(e) of listing regulation, provided that the payment of aggregate annual remuneration paid/ payable to the Executive Directors who are promoter or members of promoter group shall not exceed Rs. 5.00 Crores or 2.5 per cent of the net profits of the Company calculated as per Section 198 whichever is higher and other applicable provisions of the Companies Act, 2013.

Schedule V of the Act provides the monetary limits applicable to a Company on the basis of effective capital and limits shall be pro-rated for a period being less than a year. A company may pay remuneration within the applicable limits/ slabs with the approval of members by passing an ordinary resolution and in excess of the applicable limits with the approval of members by passing a special resolution.

Sh. Brij Rattan Bagri has given his consent to continue as Managing Director and declaration in terms of Schedule V of Companies Act, 2013 and also confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by

virtue of any SEBI Order or any other such authority and given his consent to act as a Director and satisfies all the conditions as set out in Section 196(3), to be eligible for appointment as a Managing Director.

On the basis of recommendation of Nomination & Remuneration Committee, at its meeting held on August 30, 2024, as per provisions of the section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and read with Regulation 17(6)(e) and other applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("the Listing Regulations, 2015") the Board had considered and recommended to the members for approval, for payment of remuneration upto Rs. 90 lacs per annum in the event of inadequacy of profits or no profits in the Company.

The said appointment and payment of remuneration are further subject to the approval of the shareholders of the Company in terms of Sections 196, 197, 203 read with Schedule V of the Act, 2013 and read with Regulation 17 (6) of the Listing Regulations, 2015.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice.

The Explanatory Statement together with the accompanying resolution may also be regarded as an abstract and memorandum of interest for the terms of re-appointment and remuneration of Sh. Brij Rattan Bagri, as a Managing Director of the Company under Section 190 of the Companies Act, 2013.

The statement of information as required under Schedule V of the Companies Act, 2013 is as under:-

I. GENERAL INFORMATION

- (1) **Nature of Industry** : Stock Broking and allied Services
- (2) **Date of commencement of Commercial Operation** : 04.12.1981
- (3) **In case of new companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the prospectus** : Not Applicable

(4) Financial Performance:

(Rs. In lacs)

S. No.	Particulars	FY 2023-24	FY 2022-23
1.	Total Income	31,457.65	21,886.52
2.	Total Expenditure	31,108.10	21,163.70
3.	Profit/ (Loss) before Tax	349.55	798.49
4.	Profit/ (Loss) after Tax	261.11	604.86
5.	Other Comprehensive Income	0.20	1.85
6.	Total Income/ (loss) for the year	261.31	606.71

- (5) **Foreign investments or collaborators, If any** : None

II. INFORMATION ABOUT THE APPOINTEE:**(1) Background Details:**

Sh. Brij Rattan Bagri, aged 73 years, is the promoter and Chairman of the Company and has a total work experience of around 50 years.

(2) Past remuneration:

					<i>(Rs. in lacs)</i>
Name	Designation	Salary (Rs.)	Perquisites (Rs.)	Incentives (Rs.)	Total (Rs.)
NIL					

(3) Job profile and his suitability, recognition or awards:

Sh. Brij Rattan Bagri is the Promoter and Chairman of the Company. He had over 50 years of rich and varied experience in the field of Capital and securities market. He plays a vital role in the management and administration of the affairs of the Company.

(4) Remuneration Proposed:

As set out in the special resolution at the item no. 6 of the Notice dated August 30, 2024 for convening the 43rd Annual General Meeting of the Company.

The proposed remuneration payable to Sh. Brij Rattan Bagri has been approved by the Nomination and Remuneration Committee and Board of Directors in their meetings held on August 30, 2024.

(5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

Taking into consideration the size of the Company, the profile of Sh. Brij Rattan Bagri and the responsibilities shouldered by him, the aforesaid remuneration package commensurate with the remuneration package paid to candidates other Companies in the industry.

(6) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel or other directors, if any:

Besides, the remuneration proposed, Sh. Brij Rattan Bagri does not have any other pecuniary relationship direct or indirect with the Company or with any other Managerial Personnel.

III. OTHER INFORMATION:**(1) Reasons of loss or inadequate profit:**

There are no losses during the financial year 2023-24 and the Company does not envisage any loss or inadequate profits during the tenure of Sh. Brij Rattan Bagri.

(2) Steps taken or proposed to be taken for improvement:

The Company is optimistic to perform better in forthcoming Financial Years. The Company has taken appropriate steps to maintain and improve the profitability in future. The management makes continuous endeavors and efforts to bring an increase in the profitability of the Company.

(3) Expected increase in productivity and profit in measurable terms:

The Company shall take all the reasonable steps and measures to maintain and improve the profitability, however, the same cannot be predicted.

IV. DISCLOSURE:

All the relevant information pertaining to the Executive Directors and other Directors required to be disclosed in the Directors' Report under the heading "Corporate Governance" is attached to the Annual Report.

Except for Sh. Brij Rattan Bagri and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 6 of this Notice.

ITEM NO. 7

The Board of Directors, on recommendation of the Nomination & Remuneration Committee, recommended the appointment of Smt. Anita Sharma (DIN: 07225687) as a Non-Executive Independent Director of the Company under Section 149 of the Companies Act, 2013 and SEBI LODR regulation for a term of 5 consecutive years to hold office from September 26, 2024 up till September 25, 2029 for approval of members in the forthcoming AGM.

A notice has been received under Section 160 of the Companies Act, 2013 from a member proposing Smt. Anita Sharma as a candidate for the office of Director of the Company.

Smt. Anita Sharma aged 51 years is a Tax Consultant. She had over 16 years of rich and varied experience in accounting, finance and managing tax filings and optimizing tax strategies.

Smt. Anita Sharma had registered her name in Independent Director's Databank maintained by the Indian Institute of Corporate Affairs (IICA).

Smt. Anita Sharma does not hold by herself or for any other person on a beneficial basis, shares in the Company. Smt. Anita Sharma is not related to any Director or Key Managerial Personnel of the Company.

The Board has received requisite disclosures/declarations from Smt. Anita Sharma viz. (i) consent to act as Directors u/s 152 of the Act (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that she is not disqualified to become Director; (iv) declaration that she is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (v) declaration of independence u/s 149 of the Act, Regulation 16(1)(b) and Regulation 25(8) of Listing Regulations (vi) details of other directorships in terms of Regulation 17A of Listing Regulation and assessed the veracity of the same; and all other necessary information/ documents/ declarations.

As per regulation 25(8) of LODR, Smt. Anita Sharma has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence as an Independent Director of the Company.

The Board of Directors of the Company are of the opinion that Smt. Anita Sharma is a person of integrity and possesses relevant experience and expertise and is eligible for the position of Non- executive Independent Director of the Company. The Board considers that her association as Director will be beneficial and in the best interest of the Company.

Electronic copy of the draft letter of appointment of Smt. Anita Sharma setting out the terms and conditions are available for inspection by members at the registered office of the Company and is also available at website of Company www.blblimited.com.

The Board of Directors of your Company considers and is of opinion that her association would be of immense benefit to the Company and accordingly the Board recommends the resolution set forth in Item No. 7 for the approval of Members by way of special resolution.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice.

Except Smt. Anita Sharma and her relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the accompanying Notice.

ITEM NO. 8

Sh. Deepak Sethi (DIN: 01140741) was appointed as the Independent Director of the Company by the Members of the Company, in its 39th Annual General Meeting to hold the office for 5 (five) Consecutive years with effect from September 28, 2020, up to September 27, 2025. Accordingly, his term of appointment will end on September 27, 2025.

The Nomination and Remuneration Committee of the Board after taking into account the performance evaluation of Sh. Deepak Sethi for his existing term and considering his knowledge, expertise, rich experience, and substantial contribution including time commitment, has recommended the Board to consider the re-appointment of Sh. Deepak Sethi (DIN: 01140741) as the Independent Director of the Company for the second term of 5 (Five) consecutive years i.e., from September 28, 2025, to September 27, 2030, in view of the completion of his first term on September 27, 2025, to ensure that there would be no gap between the end of his existing term and the date of re-appointment for the second term pursuant to Regulation 17(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and amendments thereto from time to time.

The Board of Directors on August 30, 2024, recommended to the Members the re-appointment of Sh. Deepak Sethi (DIN: 01140741) as Independent Director of the Company to hold office for the second term of 5 (Five) years i.e., from September 28, 2025, to September 27, 2030, for their approval in this Annual General Meeting.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Sh. Deepak Sethi for the office of Independent Director, to be re-appointed under the provisions of Section 149 of the Act.

Sh. Deepak Sethi, aged 46 years, is a Commerce Graduate from Delhi University.

He has 25 years of rich and varied experience in different segments of Capital Market, day to day management, Corporate functions, Accounts, Portfolio Management, Travel and Tourism Business etc.

He also holds valid registration under the Independent Director's Database pursuant to the Notification dated October 22, 2019, issued by the MCA.

Sh. Deepak Sethi does not hold by himself or for any other person on a beneficial basis, shares in the Company. Sh. Deepak Sethi holds Directorship in M/s. HRM Builders Private Limited and M/s. Network Realty Private Limited and is not related to any Director or Key Managerial Personnel of the Company.

The Board has received requisite disclosures/ declarations from Sh. Deepak Sethi viz. (i) consent to act as Directors u/s 152 of the Act (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director; (iv) declaration that he is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (v) declaration of independence u/s 149 of the Act, Regulation 16(1)(b) and Regulation 25(8) of Listing Regulations (vi) details of other directorships in terms of Regulation 17A of Listing Regulation and assessed the veracity of the same; and all other necessary information/ documents/ declarations.

As per regulation 25(8) of LODR, Sh. Deepak Sethi has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence as an Independent Director of the Company.

Electronic copy of the draft letter of appointment of Sh. Deepak Sethi setting out the terms and conditions are available for inspection by members at the registered office of the Company and is also available at website of Company www.blblimited.com.

In the opinion of the Board of Directors, Sh. Deepak Sethi fulfills the conditions for his re-appointment as an Independent Director as per the statutory requirements.

He is independent of management and possesses appropriate skills, experience, and knowledge.

Except Sh. Deepak Sethi and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the accompanying Notice.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice.

The Board of Directors of your Company is of the opinion that the re-appointment of Sh. Deepak Sethi as an Independent Director of the Company would be beneficial to the Company and hence recommends the Resolution set forth in Item no. 8 for the approval of the Members as a Special Resolution.

ITEM NO. 9

Sh. Gaurav Gupta (DIN: 00531708) was appointed as the Independent Director of the Company by the Members of the Company, in its 39th Annual General Meeting to hold the office for 5 (five) Consecutive years with effect from September 28, 2020, up to September 27, 2025. Accordingly, his term of appointment will end on September 27, 2025.

The Nomination and Remuneration Committee of the Board after taking into account the performance evaluation of Sh. Gaurav Gupta for his existing term and considering his knowledge, expertise, rich experience, and substantial contribution including time commitment, has recommended the Board to

consider the re-appointment of Sh. Gaurav Gupta (DIN: 00531708) as the Independent Director of the Company for the second term of 5 (Five) consecutive years i.e., from September 28, 2025, to September 27, 2030, in view of the completion of his first term on September 27, 2025, to ensure that there would be no gap between the end of his existing term and the date of re-appointment for the second term pursuant to Regulation 17(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and amendments thereto from time to time.

The Board of Directors on August 30, 2024, recommended to the Members the re-appointment of Sh. Gaurav Gupta (DIN: 00531708) as Independent Director of the Company to hold office for the second term of 5 (Five) years i.e., from September 28, 2025, to September 27, 2030, for their approval in this Annual General Meeting.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Sh. Gaurav Gupta for the office of Independent Director, to be re-appointed under the provisions of Section 149 of the Act.

Sh. Gaurav Gupta, aged 46 years, is a Commerce Graduate from Delhi University.

He has 24 years of rich and varied experience in Equity Market, Financial activities, day to day management activities, Corporate functions, Strategic Planning, Business Development etc.

He also holds valid registration under the Independent Director's Database pursuant to the Notification dated October 22, 2019, issued by the MCA.

Sh. Gaurav Gupta holds 1,000 equity shares in the Company. Sh. Gaurav Gupta holds Directorship in M/s. HLG Agencies Private Limited and is not related to any Director or Key Managerial Personnel of the Company.

The Board has received requisite disclosures/ declarations from Sh. Gaurav Gupta viz. (i) consent to act as Directors u/s 152 of the Act (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director; (iv) declaration that he is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (v) declaration of independence u/s 149 of the Act, Regulation 16(1)(b) and Regulation 25(8) of Listing Regulations (vi) details of other directorships in terms of Regulation 17A of Listing Regulation and assessed the veracity of the same; and all other necessary information/ documents/ declarations.

As per regulation 25(8) of LODR, Sh. Gaurav Gupta has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence as an Independent Director of the Company.

Electronic copy of the draft letter of appointment of Sh. Gaurav Gupta setting out the terms and conditions are available for inspection by members at the registered office of the Company and is also available at website of Company www.blblimited.com.

In the opinion of the Board of Directors, Sh. Gaurav Gupta fulfills the conditions for his re-appointment as an Independent Director as per the statutory requirements.

He is independent of management and possesses appropriate skills, experience, and knowledge.

Except Sh. Gaurav Gupta and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the accompanying Notice.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice.

The Board of Directors of your Company is of the opinion that the re-appointment of Sh. Gaurav Gupta as an Independent Director of the Company would be beneficial to the Company and hence recommends the Resolution at Item no. 09 for the approval of the Members as a Special Resolution.

ITEM NO. 10

With the view to conduct business that achieves a balance or integration of economic, environmental and social imperatives while at the same time addressing stakeholders' expectations, your Company wants to make contribution to charitable and religious activity.

The Board of Directors wishes to contribute / make/ provide Donation to bona fide charitable and other funds up to maximum amount of Rs. 2.00 crore in one or more tranches during the financial year 2024-25. The said contribution/ donations for the above said purposes will not be made for the purpose which is directly related to the business of the Company or for the welfare of its employees.

In terms of the provisions of Section 181 of the Companies Act, 2013, any amount contributed to any charitable and other funds in excess of 5% of the Company's average net profits during the three immediately preceding financial years requires prior approval of the Members of the Company.

Accordingly, the Board of Directors, in their meeting held on August 30, 2024, had recommended to the shareholders' for their approval, to make/ contribute/ provide donate to bona fide charitable and other funds for an amount upto Rs. 2.00 Crore during the financial year 2024-25 at item no. 10 for the approval of the Members as an Ordinary Resolution.

None of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 10 of the accompanying Notice.

ANNEXURE**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) OF ICSI:**

Name of Director	Sh. Brij Rattan Bagri	Sh. Anshul Mehra	Sh. Deepak Sethi	Sh. Gaurav Gupta	Smt. Anita Sharma
Date of Birth	12/12/1950	16/09/1965	04/07/1978	11/06/1978	22/06/1973
Date of first Appointment on board	04/12/1981	01/08/2019	28/09/2020	28/09/2020	Proposed
Qualifications	B.Sc., MBA	B.Com, CA	B.Com (H) from Shri Ram college of Commerce, Delhi University	B.Com (H) from Delhi University	M.B.A. (Finance), M.Com & B.Com
Nature of expertise in specific functional areas	50 years of rich and varied experience in financial services, Capital Market.	Expertise in the field of Commodity and Capital Market and advises on Corporate, Legal, Financial affairs, business development, strategic planning, etc. of the Company	25 years of experience in different segments of Capital Market, day to day management, Corporate functions, Accounts, Portfolio Management, etc.	24 years of experience in day to day management activities, Corporate functions, Strategic Planning, Business Development etc.	Experienced and dedicated tax professional with over 16 years of expertise in accounting, finance and managing tax filings and optimizing tax strategies
Directorship and Trusteeship in other Companies	1. BRSB Securities Pvt Ltd. 2. Malati Brij Rattan Bagri Trust (Trustee)	-	1. HRM Builders Pvt Ltd. 2. Network Realty Pvt Ltd.	1. HLG Agencies Pvt. Ltd.	1. Technicast Engineers Ltd. 2. Namaha Multi Products Pvt. Ltd.
Members/ Chairman of Committees of other Companies	0	0	0	0	0
No. of shares held in the Company	1,94,74,671	0	Nil	1,000	0
No. of shares held on a beneficial basis for any other persons in the Company	Nil	Nil	Nil	Nil	Nil
Terms & conditions of appointment/ re-appointment	As set out in Item No. 6 of 43 rd AGM notice dated August 30, 2024	As set out in Item No. 5 of 43 rd AGM notice dated August 30, 2024	As per draft appointment letter available on the website of company	As per draft appointment letter available on the website of company	As per draft appointment letter available on the website of company
Number of board meetings attended during FY 2023-24	9	9	9	9	N.A.

Remuneration last drawn during FY 2023-24	NIL	Rs. 19.15 Lacs per annum	N.A.	N.A.	N.A.
Relationship between directors inter-se and other KMPs	None	None	None	None	None
Listed entities from which the Director has resigned in the past three years	Nil	None	None	None	None
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements/Justification of appointment of ID	-	-	On the basis of performance evaluation & recommendation of Nomination & Remuneration Committee, the Board had recommended the re-appointment of Sh. Deepak Sethi as an Independent Director of the Company for members'approval	On the basis of performance evaluation & recommendation of Nomination & Remuneration Committee, the Board had recommended the re-appointment of Sh. Gaurav Gupta as an Independent Director of the Company for members'approval	Keeping in view about 16 years of expertise in accounting, finance and managing tax filings and optimizing tax strategies, the Board, on recommendation of Nomination and Remuneration Committee, had recommended the appointment of Smt. Anita Sharma as an Independent Director of the Company for members'approval
Remuneration sought to be paid	Upto Rs. 90.00 lacs per annum, as mentioned in Item No. 6 of 43 rd AGM Notice	Upto Rs. 50.00 lacs per annum, as mentioned in Item No. 5 of 43 rd AGM Notice	Nil	Nil	Nil

By order of the Board of Directors of
BLB Limited

Sd/-
Nishant Garud
Company Secretary
M. No. A35026

Date : August 30, 2024
Place : New Delhi