

MINUTE BOOK

PROCEEDING OF THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BLB LIMITED HELD ON WEDNESDAY, THE 29TH SEPTEMBER, 2010 AT 11.30 A.M. AT PHD CHAMBER OF COMMERCE AND INDUSTRY, PHD HOUSE, 4/2, SIRI INSTITUTIONAL AREA, AUGUST KRANTI MARG, NEW DELHI - 110016

MEMBERS PRESENT:

93 Members present including 07 members through Proxy.

DIRECTORS AND OTHERS:

1. SH. VIKRAM RATHI
2. SH. SATISH KUMAR SHARMA
3. SH. VIKASH RAWAL
4. DR. SURESH CHAND GUPTA
5. SH. K. C. JAIN
6. MS. KASHVI MALHOTRA

EXECUTIVE DIRECTOR
EXECUTIVE DIRECTOR
CHIEF FINANCIAL OFFICER
DIRECTOR
DIRECTOR
ASST. COMPANY SECRETARY

CHAIRMAN OF THE MEETING

Ms. Kashvi Malhotra, Asst. Company Secretary of the Company welcomed the members and introduced the persons sitting at the dais to the members present at the meeting.

Since Sh. Brij Rattan Bagri could not attend the meeting, Sh. Vikram Rathi, Executive Director of the Company occupied the Chair as Chairman of the meeting with the unanimous consent of the directors present at the meeting.

Sh. Vikram Rathi after ascertaining the requisite quorum was present, called the meeting to order. The Chairman informed the Shareholders that the Register of Members and Register of Director's Shareholding were open for their inspection during the meeting.

NOTICE OF THE MEETING

With the permission of the members present, the notice convening the 29th Annual General Meeting along with the Director's Report was taken as read.

AUDITOR'S REPORT

With the permission of the members present, the Auditor's Report as given by the Statutory Auditors of the company was read by Ms. Kashvi Malhotra, Asst. Company Secretary of the company.

Then the Chairman invited the members to raise their queries. Some of the members raised queries relating to accounts and working of the company during the Financial Year 2009-10.

Dr. Suresh Chand Gupta, Director and Chairman of the Audit Committee and Sh. Vikash Rawal, Chief Financial Officer of the Company replied to the satisfaction of the members.

Thereafter the items of agenda were taken up in order as per the notice.

ORDINARY BUSINESS:

1. Ms. Usha Gupta (F.No.6673) proposed the following resolution as an **Ordinary Resolution** and Sh. Anand Kumar Jain (1201910100470290) seconded the same:

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"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2010 and the Profit and Loss Account for the year ended on that date together with the Schedules, Reports of Auditors and Directors thereon be and are hereby received, considered, and adopted."

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

2. Ms. Manju Gupta (IN300394/14789254) proposed the following resolution as an **Ordinary Resolution** and Sh. Suresh Chand Jain (300001203000000054361) seconded the same:

"RESOLVED THAT Shri Brij Rattan Bagri be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

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

3. Sh. Sulek Chand Garg (IN300118/10482216) proposed the following resolution as an **Ordinary Resolution** and Sh. Naveen Saluja (IN300513/18629392) seconded the same:

"RESOLVED THAT Dr. Suresh Chand Gupta be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

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

4. Ms. Suman Bala Kapoor (IN300118/10456863) proposed the following resolution as an **Ordinary Resolution** and Ms. Shanti Devi (IN302050/10018909) seconded the same:

"RESOLVED THAT M/s. Ram Rattan & Associates, Chartered Accountants, be and are hereby re-appointed as Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the company and the Board of Directors of the company be and is hereby authorised to fix their remuneration."

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

SPECIAL BUSINESS: -

5. Ms. Rameshwari (IN300394/14779445) proposed the following resolution as a **Special Resolution** and Ms. Manju Bhargava (IN300118/10449114) seconded the same:

"RESOLVED THAT pursuant to Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and any amendment or re-enactment thereof and subject to such other approvals as may be necessary, the Company hereby accords its consent for the re-appointment of Shri Vikram Rathi, as an Executive Director of the Company for a period of three years with effect from 30th January, 2011.

RESOLVED FURTHER THAT the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company to fix and pay the remuneration to Sh. Vikram Rathi within the overall limit of Rs. 30 lacs per annum (gross) or in the event of loss or inadequacy of profits in any year during his tenure the aforesaid

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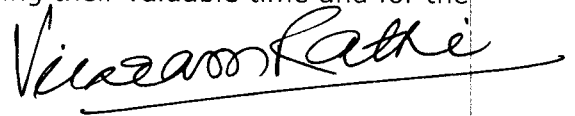
remuneration and perquisites shall be minimum remuneration subject to the compliance of Schedule XIII of the Companies Act, 1956.

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

The resolution was put to vote by show of hands and passed unanimously as a Special Resolution.

VOTE OF THANKS

Sh. Vikash Rawal, Chief Financial Officer of the Company, gave a vote of thanks to the Chair and appreciated all the members for sparing their valuable time and for the co-operation extended by them.



Date: 20.10.2010

Place: New Delhi

(Vikram Rathie)
Chairman of the meeting

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