

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 11TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON WEDNESDAY, 24TH DAY OF SEPTEMBER, 2014 AT 4:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT 1328, SECTOR-28, FARIDABAD – 121002, HARYANA TO TRANSACT THE FOLLOWING BUSINESS : -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2014 including the Audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss and the Cash Flow Statement of the Company for the year ended on that date together with the Report of the Board of Directors and Auditor thereon.
2. To appoint a Director in place of Sh. Brij Rattan Bagri (DIN: 00007441), who retires by rotation and being eligible, offers himself for re-appointment.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Sh. Brij Rattan Bagri (DIN: 00007441), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

3. To appoint a Director in place of Sh. Vikram Rathi (DIN: 00007325), who retires by rotation and being eligible, offers himself for re-appointment

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Sh. Vikram Rathi (DIN 00007325), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

4. Appointment of M/s. Rohit K.C Jain & Co, Chartered Accountants (FRN-020422N) as the Statutory Auditors of the Company.

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

“RESOLVED THAT pursuant to the provisions of section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s. Rohit K.C Jain & Co, Chartered Accountants (FRN-020422N), Statutory Auditors of the Company be and are hereby appointed as Statutory Auditors of the Company, to hold office from the

conclusion of this 11th Annual General Meeting till the conclusion of 14th Annual General Meeting of the Company, subject to ratification of their re-appointment at every Annual General Meeting held after this AGM by shareholders of the Company on such remuneration as may be fixed by the Board of Directors of the Company for every financial year on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

5. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Sh. Satish Kumar Sharma (DIN: 00008124), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 (Corresponding to Schedule XIII of the Companies Act, 2013) and Articles of Association of the Company, the consent of the Shareholders of the Company be and is hereby accorded to appoint Sh. Satish Kumar Sharma (DIN: 00008124) as Whole Time Director of the Company for a period of three years with effect from 01.10.2014.

RESOLVED FURTHER THAT the consent of Shareholders of the Company be and are hereby accorded to fix and pay the remuneration to Sh. Satish Kumar Sharma within the overall limit of Rs. 30 Lacs per annum (gross) or in case of loss or inadequacy of profit as per Schedule V of the Companies Act, 2013 either by way of monthly/quarterly/half yearly/annually with the recommendation of the Remuneration Committee from time to time.

RESOLVED FURTHER THAT appointment and remuneration of Sh. Satish Kumar Sharma as Whole Time Director is proposed upon the following terms and conditions as are set out hereunder effective from 01.10.2014:

BASIC SALARY

Rs. 60,600/-per month with such increments as may be determined by the Board of Directors of the Company from time to time as per the rules of the Company.

PART-A

Following allowances/ perquisites are allowed in addition to salary.

1. House Rent Allowance

Rs. 33,330 per month

2. Children Education Allowance

Rs. 200/-p.m.

3. Special Allowance

Rs. 11,102/- per month

4. Transport Allowance

Rs. 1,800/-p.m.

5. Other Expenses Reimbursement(s)

❖ Medical Expenses Reimbursement

Reimbursement of medical expenses shall be restricted to Rs. 1,250/- per month.

❖ Academic Expenses Reimbursement

Rs. 3,030/- p.m.

❖ Telephone Expenses Reimbursement

Rs. 3,030/- p.m.

❖ Conveyance Expenses Reimbursement

Rs. 9,514/-p.m.

PART-B

1. Provident Fund

Contribution to Provident Fund or Superannuation Fund or Annuity Fund will not be included in the Computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961. Gratuity payable shall not exceed half a months' salary for each completed year of service.

2. Leave Travel Concession

On full pay and allowances as per the rules of the Company but not exceeding Rs 15,150/- (Rupees Fifteen Thousand One Hundred Fifty only) for every month of service is allowed which can be claimed as per Company's policy.

3. Encashment of Leave

On full pay and allowances as per the rules of the Company but not exceeding two and half days leave for every month of service can be encashed every month. Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.

4. Earned Leave

On full pay and allowances as per the rules of the Company but not exceeding one earned leave for every month of service is allowed which will be credited/ encashed as per Company's policy. Earned leave at the end of tenure will not be included in the computation of the ceiling on perquisites.

PART- C

1. Such other benefits, amenities, facilities and perquisites as per the rules of the Company as may be permitted by the Board of Directors to the Whole Time Director.

2. So long as Shri Satish Kumar Sharma functions as Whole Time Director of the Company he shall not be paid any sitting fees for attending the meeting of the Board or any Committee thereof.
3. Company shall provide a mobile phone to the Whole Time Director and mobile expenses shall be paid by the Company. Further, a monthly conveyance reimbursement for official purposes shall be paid to the Whole Time Director.

RESOLVED FURTHER THAT all terms and conditions with respect to remuneration payable to Sh. Satish Kumar Sharma for his appointment as Whole Time Director in the Company shall be applicable only for a period of 3 years from the date of his appointment.

RESOLVED FURTHER THAT remuneration payable to Sh. Satish Kumar Sharma during his tenure including aforesaid remuneration and perquisites shall be paid as minimum remuneration even in the event of absence of or inadequacy of profits in any year, subject to the compliance of Schedule V of the Companies Act, 2013

RESOLVED FURTHER THAT Sh. Anshul Mehra, Whole Time Director and Sh. Vikram Rathi, Director of the Company be and is hereby severally authorized to enter into an agreement with Sh. Satish Kumar Sharma and to sign, execute all such papers, documents and to do all such acts and deeds as are required necessary to give effect to the above resolution."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the earlier Special Resolution passed under section 293(1)(d) of the erstwhile Companies Act, 1956 in the Extraordinary General Meeting held on 30th November, 2010 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Shareholders be and is hereby accorded to the Board of Directors to borrow the sum of money(s) together with the money(s) already borrowed in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers or NBFC's in the ordinary course of business, shall not be in excess of Rs. 3,00,00,00,000/- (Rupees Three hundred Crores only), at any point of time from any bank(s) or NBFC's or body(ies) corporate or financial institution(s) or any other person(s).

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

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the earlier Special Resolution passed under section 293(1)(a) of the erstwhile Companies Act, 1956 in the Extraordinary General Meeting held on 30th November, 2010 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in

this behalf), to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a mortgage and/or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or NBFC's or body(ies) corporate or financial institutions or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rs. 3,00,00,00,000/- (Rupees Three Hundred Crores Only), at any point of time.

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

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession to the earlier Special Resolution passed at the Extra Ordinary General Meeting held on 29th October, 2009 and pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), to invest and/or make loan(s) in one or more tranches to any person or body corporate (including loan given to any of its subsidiaries, step down subsidiaries), and/or give any guarantee or provide security in connection with a loan to any person or body corporate (including loan taken by any subsidiaries, step down subsidiaries) and/or and / or acquire by way of subscription, purchase or otherwise, the securities of any body corporate(s) upto an amount not exceeding Rs. 3,00,00,00,000/- (Rupees Three Hundred Crores only) from time to time in one or more tranches.

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

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

"RESOLVED THAT in supersession of the earlier Ordinary Resolution passed under section 293(1)(e) of the erstwhile Companies Act, 1956 in the Extraordinary General Meeting held on 22nd December, 2010 and pursuant to Section 181, 198 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors to contribute, donate from time to time to any national, charitable, benevolent, philanthropic, educational research or general and other funds not directly relating to the business of the Company or the welfare of its employees upto an aggregate amount of Rs. 5,00,00,000/- (Rupees Five Crores only) in a Financial Year, notwithstanding that the aggregate of the donation(s) may exceed the limit of 5% of the average net profits of the Company.

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

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

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

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

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and the corresponding rules and in supersession to all earlier resolutions passed in this regard the approval of the shareholders of the Company be and is hereby accorded to the Company for executing contracts/agreement with Ms. Nanditaa Bagri, (a relative of the Shri Brij Rattan Bagri) in which Shri Brij Rattan Bagri being Director of the Company is interested, for services which are being provided by the Company to its clients (viz Broking Services for electronic trading at Commodity Exchange terminals where the Company is a member or any other broking related services incidental thereto, Purchase or Sale of Physical Commodities through/from the Company, C&F Services and any other related services through/from the Company), which it provides to other clients w.e.f. 01st October, 2014 for Brokerage Services/ commission charges at the prevailing market prices and practices in excess of 10% of the Audited Net Worth of the Company or sales and purchase of physical commodities from the Company as the case may be at the prevailing market prices and practices in excess of the limits as prescribed under Companies Act, 2013.

RESOLVED FURTHER THAT Shri Anshul Mehra, Whole Time Director and Shri Vikram Rathi, Director of the Company be and are hereby severally authorised on behalf of the Board of Directors of the Company to enter into agreement with Ms. Nanditaa Bagri (a relative of Sh. Brij Rattan Bagri).

RESOLVED FURTHER THAT Shri Anshul Mehra, Whole Time Director and Shri Vikram Rathi, Director of the Company be and is hereby severally authorised to sign and to do all such acts and things as may be necessary for giving effect of this resolution.”

13. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and the corresponding rules and in supersession to all earlier resolutions passed in this regard the approval of the shareholders of the Company be and is hereby accorded to the Company for executing contracts/ agreement with M/s BLB Global Business Limited including Broking Services for electronic trading at Commodity Exchange terminals where the Company is a member or any other broking related services incidental thereto, Purchase or Sale of Physical Commodities through/ from the Company, C&F Services and any other related services through/from the Company, which it provides to other clients w.e.f. 01st October, 2014 for Brokerage Services/ commission charges at the prevailing market prices

and practices in excess of 10% of the Audited Net Worth of the Company or sales and purchase of physical commodities from the Company as the case may be at the prevailing market prices and practices in excess of the limits as prescribed under Companies Act, 2013.

RESOLVED FURTHER THAT Sh. Anshul Mehra, Whole Time Director and Sh. Vikram Rathi, Director of the Company be and are hereby severally authorised on behalf of the Board of Directors of the Company to enter into agreement with M/s BLB Global Business Limited.

RESOLVED FURTHER THAT Sh. Anshul Mehra, Whole-Time Director and Sh. Vikram Rathi, Director of the Company be and is hereby severally authorised to sign and to do all such acts and things as may be necessary for giving effect of this resolution."

14. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and the corresponding rules and in supersession to all earlier resolutions passed in this regard the approval of the shareholders of the Company be and is hereby accorded to the Company for entering into transaction with Sh. Brij Rattan Bagri, Director of the Company and Sh. Malati Bagri, Relative of Sh. Brij Rattan Bagri in respect of leasing of E-80, Greater Kailash, Part-1, New Delhi - 110048 property for commercial purpose by payment of rent in excess of the limits as prescribed under Companies Act, 2013.

RESOLVED FURTHER THAT Sh. Anshul Mehra, Whole-Time Director and Sh. Vikram Rathi, Director of the Company be and is hereby severally authorised to sign and to do all such acts and things as may be necessary for giving effect of this resolution."

Registered Office:
Plot 1328, Sector-28,
Faridabad-121002, Haryana

**By Order of the Board of
BLB COMMODITIES LIMITED
CIN: U51909HR2003PLC041919**

Place: New Delhi
Date: 20.08.2014

**(Vikram Rathi)
Director
DIN: 00007325**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. IN ORDER TO BE EFFECTIVE, PROXY FORM MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
3. THE DOCUMENTS RELATING WITH THESE BUSINESSES ARE AVAILABLE FOR INSPECTION TILL THE DATE OF ANNUAL GENERAL MEETING ON ALL WORKING DAYS AT THE REGISTERED OFFICE OF THE COMPANY FROM 10:00 A.M. TO 1:00 P.M.
4. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, WHICH SETS OUT DETAILS RELATING TO SPECIAL BUSINESS AT THE MEETING, IS ANNEXED HERETO.

Registered Office:

Plot 1328, Sector-28,
Faridabad-121002, Haryana

**By Order of the Board of
BLB COMMODITIES LIMITED**
CIN: U51909HR2003PLC041919

Place: New Delhi
Date: 20.08.2014

(Vikram Rathi)
Director
DIN: 00007325

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956) and the Articles of Association of the Company, The Board of Directors of the Company appointed Sh. Satish Kumar Sharma as an Additional Director of the Company with effect from 20.08.2014 whose existing tenure will be expiring on the conclusion of ensuing Annual general Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Sh. Satish Kumar Sharma for the office of Director of the Company. Sh. Satish Kumar Sharma is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director.

The Board of Directors recommends passing of the Ordinary Resolution at Item No. 5 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except Sh. Satish Kumar Sharma, in the resolution set out at Item No. 5.

ITEM NO. 6

The Board of Directors of the Company in their meeting held on 20th August, 2014, considered the valuable contribution provided by Sh. Satish Kumar Sharma towards the achievement of organizational goals and objectives. Hence Board of Directors proposes to appoint Sh. Satish Kumar Sharma as Whole Time Director of the Company.

In terms of provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013, appointment and payment of remuneration to the Whole Time Director requires shareholders approval in the General Meeting. In light of the above, The Board recommends Shareholders of the Company to appoint Sh. Satish Kumar Sharma as Whole – Time Director of the Company for a period of 3 years w.e.f 25th September, 2014 upto 24th September, 2017.

The information as required under Schedule V of the Companies Act, 2013 (Corresponding to Schedule XIII of the Companies Act, 1956) is enumerated below: -

I. GENERAL INFORMATION:

- (1) Nature of Industry:** Trading in commodities, Export, Import and trading at commodity exchanges.
- (2) Date of commencement of commercial operation:** 26.08.2003
- (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	2013-14	2012-13
1.	Total Income	21472.92	20641.32
2.	Total Expenditure	21347.23	20527.478
3.	Profit/(Loss) before Tax	126.55	112.81
4.	Profit/(Loss) after Tax	82.10	76.78

(5) Export performance and net foreign exchange collaborations: The Company is engaged continuously in exploring new international markets. The details of the Foreign Exchange earned and used are mentioned below:

(Rs. In Lacs)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
Earnings in Foreign Exchange		
i. Export of Agri-Commodities (FOB Value)	7906.37	4375.75
Total	7906.37	4375.75
Expenditure in Foreign Exchange		
i. Imports of Agri Commodities (C.I.F)	6,333.33	4,966.02
ii. Traveling	27.84	12.49
iii. Other Expenses	1,620.93	129.43
Total	7,982.10	5,107.94

(6) Foreign investments or collaborators, if any: NIL

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background Details: Sh. Satish Kumar Sharma, aged 52 years is a postgraduate from the Meerut University and has a total work experience of 30 years.

(2) Past Remuneration: Sh. Satish Kumar Sharma has been associated with BLB Group in past. He was the Executive Director of the Holding Company i.e. BLB Limited and has been associated with BLB Group from past 27 years approximately.

(3) Job profile and his suitability, Recognition or awards: Sh. Satish Kumar Sharma is a post graduate by qualification and is contributing to Company through planning, administration, execution, supervision etc.

(4) Remuneration Proposed: As set out in the Special Resolution at the Item no. 6 of the Notice for Convening the Annual General Meeting of the Company.

The appointment and remuneration to Whole-Time Director has been approved by the Remuneration Committee.

(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. Satish Kumar Sharma and the responsibilities which shall be shouldered by him, the aforesaid remuneration package is commensurate with the remuneration packages paid to such managerial position in other Companies.

(6) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any: Besides, the remuneration proposed, Sh. Satish Kumar Sharma does not have any other pecuniary relationship with the Company or Managerial Personnel.

III. OTHER INFORMATION:

1) Reasons of loss or inadequate profit:

For the past several years the Company has been earning profits. During the Financial Year 2013-14, the Company has managed to earn profit despite tough business conditions, although the profit earned is not adequate enough to pay the remuneration to the Whole Time Director of the Company. The Company is striving to perform better in coming years.

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

The Company has earned profits during the Financial year 2013-2014 and is hopeful to perform better in coming financial years. The Company has taken appropriate steps to maintain and improve the profitability in future.

3) Expected increase in profitability:

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

IV. DISCLOSURE:

(1) The disclosure on remuneration package payable to the Whole- Time Director contained in the Notice for convening the Annual General Meeting of the Company.

(2) The Board of Directors recommends to appoint Sh. Satish Kumar Sharma as Whole Time Director for a period of 3 years at a total remuneration as mentioned in the resolution and recommends the same for your approval as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except Sh. Satish Kumar Sharma, in the resolution set out at Item No. 6.

ITEM NO. 7

In terms of Section 180(1)(c) of the Companies Act, 2013 (the Act) in respect of the borrowing powers of the Board of Directors of a Company made effective from 12th September, 2013 in place of the erstwhile Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a Company shall exercise the power to borrow monies, where the monies to be borrowed, together with the monies already borrowed by the Company, apart from the temporary loans obtained from the Company's bankers in the ordinary course of business, is in excess of the aggregate of its paid up share capital and free reserves, only with the consent of the shareholders of the Company accorded by way of a special resolution passed under Companies Act, 2013.

The members of the Company at their Extraordinary General Meeting held on 30th November, 2010 approved under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only).

In view of Section 180(1)(c) of the Companies Act, 2013 relating to the borrowing powers of the Board and considering other requirements for funds for the present business operations and future plans and additional working capital requirements of the Company, it is therefore necessary for the shareholders to pass a Special Resolution as set out at Item No. 8 of the Notice, to enable the Board of Directors of the Company to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company upto Rs. 3,00,00,00,000/- (Rupees Three Hundred Crores only), notwithstanding any amount in excess of the limits as prescribed under Companies Act, 2013.

The Board of Directors recommends passing of the Special Resolution at Item No. 7 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

ITEM NO. 8

The members of the Company at their Extraordinary General Meeting held on 30th November, 2010 approved under Section 293(1)(a) of the Companies Act, 1956 creation of charge, mortgage, hypothecation and pledge created by the Company, on such movable and immovable properties, both present and future to secure the repayments of any loan availed of or to secure the payment of interest thereon shall not be in excess of Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only).

With the commencement of the Companies Act, 2013 and as per Section 180(1)(a) of the Companies Act, 2013 which came into effect from 12th September, 2013 it was required that the Board of Directors shall exercise the power to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company and to create a mortgage and / or charge on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or body(ies) corporate or person(s), only with the consent of the shareholders by way of special Resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 8 of the Notice, to enable to the Board of Directors to create such charge, mortgage, hypothecation and pledge upto Rs. 3,00,00,00,000/- (Rupees Three Hundred Crores only), notwithstanding in excess of the aggregate of the paid up share capital and free reserves of the Company and/or in excess of the limits as prescribed under Companies Act, 2013.

The Board of Directors recommends passing of the Special Resolution at Item No. 8 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

ITEM NO.9

The members of the Company at their Extra Ordinary General Meeting held on 29th October, 2009 approved under Section 372A of the Companies Act, 1956 to invest and/or make loan(s) in one or more tranches, up to an amount not exceeding Rs. 20,00,00,000/- (Rs. Twenty Crores only) in aggregate exceeding the limit of 60% of the Paid up Share Capital and Free Reserves or 100% of the Free Reserves, whichever is higher.

With the commencement of the Companies Act, 2013 and as per Section 186 of the Companies Act, 2013, the Board of Directors shall not acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding the limit of 60% of the Paid up Share Capital and Free Reserves or 100% of the Free Reserves, whichever is higher, except with the consent of the shareholders accorded by way of a special resolution.

It is, therefore, necessary for the shareholders to pass a Special Resolution under Section 186 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 9 of the Notice, to enable the Board of Directors to invest and/or make loan(s) in one or more tranches to any person or body corporate (including loan given to any of its subsidiaries), and/or give any guarantee or provide security in connection with a loan to any person or body corporate (including loan taken by any subsidiaries) and/or and / or acquire by way of subscription, purchase or otherwise, the securities of any body corporate up to an amount not exceeding Rs. 3,00,00,00,000/- (Rupees. Three Hundred Crores only) in aggregate, notwithstanding that the aggregate of the investment(s) and Loan(s) so far made or to be made may exceed the limit of 60% of the Paid up Share Capital and Free Reserves or 100% of the Free Reserves, whichever is higher.

The Board of Directors recommends passing of the Special Resolution at Item No. 9 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

ITEM NO. 10

Pursuant to the provisions of Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bona fide charitable and other funds, any amount the aggregate of which, in any Financial Year shall not exceed 5% of its average net profits, as determined in accordance with the provisions of Section 198 of Companies Act, 2013, for the three immediately preceding Financial Year(s). Approval of the members is necessary for any contribution to charitable and community development activity if such contribution in a financial year exceeds the limits prescribed in the Section.

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 community development activity.

The Board of Directors wish to contribute an amount exceeding the limits as provided in the law and for this purpose shareholders approval is sought to contribute/ donate upto an amount of Rs. 5 crores only in a financial year. The 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.

The Board of Directors recommends passing of the Ordinary Resolution at Item No. 10 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10.

ITEM NO. 11

As required under the provisions of Section 94 the Companies Act, 2013, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the registered office of the Company. However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company.

The Corporate functioning is being performed from 3rd Floor, ECE House, Annexe-II, 28A, Kasturba Gandhi Marg, New Delhi-110001 i.e., the place other than the Registered

Office of the Company and for the smooth functioning of the Company there is requirement to keep the records of the Company at the above premises.

It is, therefore, necessary for the shareholders to pass a Special Resolution under Section 94 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 11 of the Notice, to enable to the Board of Directors to keep the Register of Members, Index of Members, copies of all information pertaining to Annual Return and other documents and registers as may be permitted from time to time at the place other than the Registered Office of the Company.

The Board of Directors recommends passing of the Special Resolution at Item No. 11 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 11.

ITEM NO. 12, 13 & 14

The provision of Section 188(1) of the Companies Act, 2013 (the Act) governs the following related party transactions:

- a) Sale, purchase or supply of any goods or material;
- b) Selling or otherwise disposing of, or buying, property of any kind;
- c) Leasing of property of any kind;
- d) Availing or rendering of any services;
- e) Appointment of any agent for purchase or sale of goods, materials, services or property;
- f) Such related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company; and
- g) Underwriting the subscription of any securities or derivatives thereof, of the Company.

Transaction with Ms. Nanditaa Bagri, a relative of Director of the Company

Ms. Nanditaa Bagri, a relative a director of the Company, namely Mr. Brij Rattan Bagri, is interested in availing the services of the Company, she being relative of a Director of the Company and entering into a contract as a customer with a Company attracts Section 188 of the Companies Act, 2013.

The details of the proposed transaction in terms of Section 188 of the Companies Act, 2013 and Rules and Regulations framed thereunder are as follows:

a) The name of the Related Party and Nature of relationship:

Ms. Nanditaa Bagri is a relative of the Director in the Company, Sh. Brij Rattan Bagri.

b) Name of the director or key managerial personnel who is related, if any:

Sh. Brij Rattan Bagri, Director of the Company.

c) Nature of relationship:

Ms. Nanditaa Bagri is the daughter of Sh. Brij Rattan Bagri, Director of the Company.

d) nature, material terms, monetary value and particulars of the contract or arrangement:

Ms. Nanditaa Bagri wishes to avail the following services w.e.f. 01st October, 2014 for a period of 5 years:

- Broking Services for electronic trading at Commodity Exchange terminals where the Company is a member or any other broking related services incidental thereto it,
- Purchase or Sale of Physical Commodities through/ from the Company,
- To undertake C&F Services,
- Any other related services through/ from the Company, which it provides to other clients.

During the relevant period of 5 years, Ms. Nanditaa Bagri shall be charged from the Company and shall pay:

- service charges and other similar charges as decided by Board of Directors of the Company from time to time for providing services mentioned hereunder as per the prevailing market price on Arm's Length basis.
- Service Tax or any other levy or tax as the Government or other authority may impose from time to time in respect of the services availed.

All the services availed by Ms. Nanditaa Bagri will be provided by the Company as per the prevailing market price and practices on Arm's Length basis.

Types of Services	Value of Contract
(i) Broking service for electronic trading at Commodity Exchange terminals where the Company is a member or any other broking related services incidental thereto it, To undertake C & F services, Any other related services through/ from the Company, which it provides to other clients.	(i) Brokerage/commission for broking and C & F services exceeding 10% of the Audited Networth of the Company. Rs 1,00,00,000/- (Rupees One Crore only)
(ii) Purchase or sale of Physical Commodities through/ from the Company,	(ii) Purchase /sale of Physical Commodities from the Company exceeding 25% of Audited Annual Turnover of the Company. Rs 1,00,00,00,000/- (Rupees Hundred Crores only)

e) Any other information relevant or important for the Board to take decision on the proposed transaction.

None

In light of the provisions of the section 188 of the Act, the Board of Directors of your Company has approved the proposed transactions along with the annual limits that the Company may enter into with its related parties (as defined under the Act) in the Board Meeting held on 20.08.2014 and recommends the resolution for the approval of the shareholders of the Company as a Special Resolution.

The Company is seeking an approval from the shareholders of the Company so that Ms. Nanditaa Bagri can avail above said Services as a client of the Company.

Sh. Brij Rattan Bagri is interested Director in the resolution set out at Item No. 12 and no other Directors and Key Managerial Personnel and their relatives is concerned or interested in the resolution.

Transaction with M/s BLB Global Business Limited, a sister concern

M/s BLB Global Business Limited, being a sister concern of M/s BLB Commodities Limited is interested in availing the services of the Company as Company's business is to buy and sell commodities physically and to trade on the commodity exchange terminals for and on behalf of customers for brokerage in addition to its own trading and also to provide C & F services to its clients.

Being the sister concern and entering into a contract as a customer with a Company attracts Section 188 of the Companies Act, 2013. The details of the proposed transaction in terms of Section 188 of Act and Rules and Regulations framed thereunder are as follows:

a) The name of the Related Party and Nature of relationship:

Sh. Brij Rattan Bagri, Promoter of BLB Group is the director on the Board of both the Companies.

b) Name of the director or key managerial personnel who is related, if any:

Sh. Brij Rattan Bagri and Sh. Vikram Rathi, Directors of the Company are on the Board of both the Companies.

c) nature, material terms, monetary value and particulars of the contract or arrangement:

M/s BLB Global Business Limited wishes to avail the following services w.e.f. 01st October, 2014 for a period of 5 years:

- Broking Services for electronic trading at Commodity Exchange terminals where the Company is a member or any other broking related services incidental thereto it,
- Purchase or Sale of Physical Commodities through/ from the Company,
- To undertake C&F Services,
- Any other related services through/ from the Company, which it provides to other clients.

During the relevant period of 5 years, M/s BLB Global Business Limited shall be charged from the Company and shall pay:

- service charges and other similar charges as decided by Board of Directors of the Company from time to time for providing services mentioned hereunder as per the prevailing market price on Arm's Length basis.
- Service Tax or any other levy or tax as the Government or other authority may impose from time to time in respect of the services availed.

All the services availed by M/s BLB Global Business Limited will be provided by the Company as per the prevailing market price and practices on Arm's Length basis.

Types of Services	Value of Contract
(i) Broking service for electronic trading at Commodity Exchange terminals where the Company is a member or any other broking related services incidental thereto it, To undertake C & F services, Any other related services through/ from the Company, which it provides to other clients	(i) Brokerage/commission for broking and C & F services exceeding 10% of the Audited Networth of the Company. Rs 2,00,00,000/- (Rupees Two Crores Only)
(ii) Purchase or sale of Physical Commodities through/ from the Company,	(ii) Purchase /sale of Physical Commodities from the Company exceeding 25% of Audited Annual Turnover of the Company. Rs2,50,00,00,000/- (Rupees Two Hundred Fifty Crores only)

d) Any other information relevant or important for the Board to take decision on the proposed transaction.

None

In light of the provisions of the section 188 of the Act, the Board of Directors of your Company has approved the proposed transactions along with the annual limits that the Company may enter into with its related parties (as defined under the Act) in the Board Meeting held on 20th August, 2014 and recommends the resolution for the approval of the shareholders of the Company as a Special Resolution.

The Company is seeking an approval from the shareholders of the Company so that M/s BLB Global Business Limited can avail above said services as a client of the Company.

Sh. Brij Rattan Bagri and Sh. Vikram Rathi are interested Directors in the resolution as set out at Item No. 13 and no other Directors and Key Managerial Personnel and their relative is concerned or interested in the resolution.

Transaction with Director and its relative for leasing of Property

The provisions of Section 188(1)(c) of the Companies Act, 2013 (the Act) governs the contract or arrangement with a Related Party for leasing of property of any kind.

To enter into the above mentioned transaction with a related party, prior approval of the shareholders of the Company is required to enter into transaction in excess of the 10% of the Networth or Turnover of the Company.

The Company is using the property situated at E-80, Greater Kailash, Part-1, New Delhi-110048 that belongs to Sh. Brij Rattan Bagri, Director and Sh. Malati Bagri, Relative of Sh. Brij Rattan Bagri. The above said property is being used by the Company for the business purpose on the payment of monthly rent of Rs. 50,000/- to Sh. Brij Rattan Bagri, Director and Sh. Malati Bagri, Relative of Sh. Brij Rattan Bagri.

The details of the proposed transaction in terms of Section 188 of Act and Rules and Regulations framed thereunder are as follows:

a) The name of the Related Party and Nature of relationship:

Sh. Brij Rattan Bagri, Director of the Company and Smt. Malati Bagri, wife of Sh. Brij Rattan Bagri

b) Name of the director or key managerial personnel who is related, if any:

Sh. Brij Rattan Bagri, Director of the Company.

c) nature, material terms, monetary value and particulars of the contract or arrangement:

The Company pays annual rent of Rs. 6 Lacs p.a. (Approx.) to Sh. Brij Rattan Bagri, Director of the Company and Smt. Malati Bagri, Wife of Sh. Brij Rattan Bagri for using the property situated at E-80, Greater Kailash, Part-1, New Delhi-110048.

The rent paid by the Company is as per the prevailing market price and practices on Arm's Length basis.

Types of Services

Value of Contract

a) Leasing of Property of any kind

Rs. 6 Lacs per annum

d) Any other information relevant or important for the Board to take decision on the proposed transaction.

Nil

The Company is seeking an approval from the shareholders of the Company so that the Company may utilize the property for its business purpose by paying monthly rent to the owners of the property.

Sh. Brij Rattan Bagri is interested Director in the resolution set out at Item No. 14 and no other Directors and Key Managerial Personnel and their relative is concerned or interested in the resolution.

Registered Office:

Plot 1328, Sector-28,
Faridabad-121002, Haryana

**By Order of the Board of
BLB COMMODITIES LIMITED
CIN: U51909HR2003PLC041919**

Place: New Delhi
Date: 20.08.2014

**(Vikram Rathi)
Director
DIN: 00007325**