



CIN : L70102DL2007PLC159680

By Courier/Mail

06th September, 2019

To  
The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Tower,  
1<sup>ST</sup> Floor, New Trading Wing  
Dalal Street,  
Mumbai-400001

Dear Sir,

**Sub: Submission of Annual Report for the Financial Year 2018-19 including Notice of 12<sup>th</sup> Annual General Meeting**

In terms of Regulation 30 read with Para A of Part A of Schedule III and Regulation 34 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, we hereby submit a copy of the Annual Report of the Company for the Financial Year 2018-19 including Notice of 12<sup>th</sup> Annual General Meeting of the Company schedule to be held on Monday, the 30<sup>th</sup> September, 2019 at 11:30 A.M. at M-55 M Block Market, Greater Kailash-2, Top Floor, New Delhi-110048.

Please note that the Notice of 12<sup>th</sup> Annual General Meeting of the Company along with Annual Report for the Financial Year 2018-19 is being dispatched to the Shareholders of the Company.

The Annual Report for the Financial Year 2018-19 is also available on Company's Website [www.bluebloodventure.com](http://www.bluebloodventure.com).

Thanking You  
Yours Faithfully

For Blueblood Ventures Limited

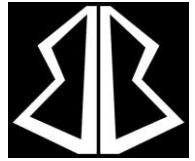
  
  
Neha Bansal  
Company Secretary

## BLUEBLOOD VENTURES LTD.

**Registered Office :** Room No. 101 (First Floor), P-27, Malviya Nagar (Main Market), New Delhi-110017

**Corporate Office :** M-55, Top Floor, M Block Market, Greater Kailash-2, New Delhi-110048

**Ph.:** 011-40319999, **Fax :** 011-40319931, **Mall :** [info@bluebloodventure.com](mailto:info@bluebloodventure.com)



# **BLUEBLOOD VENTURES LIMITED**

## **12<sup>TH</sup> ANNUAL REPORT**

**2018-19**

**CORPORATE INFORMATION:**

Mr. Suresh Bohra  
Din: 00093343

Managing Director

Mrs. Babita Bohra  
Din: 01149417

Non Executive Director

Mr. Pushpendra Surana  
Din: 01179041

Non Executive Director

Mr. Manjeet Pugalia  
Din: 07131803

Chairman and Non Executive Independent Director

Mr. Nirbhaya Kishore Mishra  
Din: 00302769

Non Executive Independent Director

Mr. Narsimha Kavadi  
Din: 08145297

Non Executive Independent Director

**Chief Financial Officer(CFO)**

Mr. Suresh Bohra

**Company Secretary**

Mrs. Neha Bansal

**Statutory Auditors**

M/s Prakash Mishra  
Chartered Accountants  
A-199/8, Saurabh Vihar,  
Badarpur, New Delhi-110044

**Secretarial Auditor**

M/s MZ & Associates  
Company Secretaries  
3/31, West Patel Nagar, 2nd Floor,  
New Delhi 11008

**REGISTRAR & SHARE TRANSFER AGENT**

Skyline Financial Services Pvt Ltd  
D-153/A, 1st floor, Phase I, Okhla Industrial Area,  
New Delhi, Delhi 110020  
[www.skylinerta.com](http://www.skylinerta.com)

**Registered Office:**

Room No 101, P-27, Malviya Nagar,  
New Delhi-110017

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**DIRECTORS' REPORT**

To the Members,

The Directors of the Company have pleasure in presenting the 12<sup>th</sup> Standalone Annual Report and Audited Financial Statement for the financial year ended 31<sup>st</sup> March, 2019.

	(InRs.)	
<b>FINANCIAL RESULTS</b>	<b>F.Y 2018-19</b>	<b>F.Y 2017-18</b>
Sales and Services	57,64,550	59,67,70,959
Other Income	16,83,081	13,94,521
Total Revenue	74,47,631	59,81,65,480
Total Expenditure	95,52,934	59,41,24,347
Profit before Tax	(21,05,303)	40,41,133
Less: Tax Expense	-	-
Current Tax	-	10,40,591
Deferred Tax	14,488	(17,447)
Taxes for Earlier Years	-	-
Profit/Loss for the year after tax	(21,19,791)	30,17,990

**DIVIDEND**

The Board of Directors do not recommend any dividend on Equity Share Capital for the year under review with a view to conserve resources and to plough back the profits for the Financial Year ended 31<sup>st</sup> March, 2019 and to strengthen the net working capital.

**MANAGEMENT DISCUSSIONS & ANALYSIS (MDA)****Financial Review**

The operating income during the financial year ended 31<sup>st</sup> March, 2019 stood at Rs. 57,64,550 as against the total operating income of Rs. 59,67,70,959 /- in the previous financial year ended 31<sup>st</sup> March, 2018. During the Year the Company has a loss of Rs. 21,19,791/- as compared to the net profit of Rs. 30,17,990/- in the previous year. The Company was not able to take new business as there was considerable delay in getting the statutory approvals.

**Share Capital**

During the financial year 2018 -2019 the paid up capital of the Company stood at Rs. 3,00,10,800 (Rupees Three Crores Ten Thousand Eight Hundred Only) Equity Shares of Re. 10/- each.

**Industry Overview for the Company**

A turbulent equity movement, dismal corporate earnings, sub normal monsoons, plunge in commodity and oil prices: It has not been a good year to remember for Indian markets. "Year 2018-2019 turned out to be a complicated year for investors with corporate performance failing markets expectation. Domestic politics have also eluded market expectations.

**Threat, Risks & Concern**

Low pace of global growth, low commodity prices and the government's inability to balance the fiscal deficit will be three key challenges to the markets. "While the developed economies are moving out of repair, growth across many emerging markets could moderate, given high dollar debt. Key long-term challenge for India remains ability to rein in the



consolidated fiscal deficit. Government expenditure bill will increase, with the proposed revision in wages and likelihood of other measures to support rural income.

### **Adequacy of Internal Control**

The Company has a well laid out internal control system. The internal control system is so designed to ensure that there is adequate safeguard, maintenance and usage of assets of the Company.

### **Human Resources**

The Company currently has a strong team of less than 10 employees with experience in stock broking and finance and we would like to thank each and every member of the BLUEBLOOD family for their role and continuous contribution towards the Company's performance.

### **FIXED DEPOSITS**

During the Financial Year 2018-19, your Company has not accepted any deposit within the meaning of Sections 73 and 74 the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

### **NOMINATION & REMUNERATION POLICY AND PARTICULARS OF EMPLOYEES**

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued there under and Regulation 19 of the LODR, the Board of Directors of the Company at their meeting held on 3<sup>rd</sup> Feb, 2016 formulated the Remuneration Policy on the recommendations of the Nomination & Remuneration Committee. The salient features covered in the Remuneration Policy have been outlined in the Corporate Governance Report which forms part of this Report.

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/employees of the Company is set out in "Annexure A" to this Report and is available on the website of the Company.

### **DIRECTOR'S & KEY MANAGERIAL PERSONNEL (APPOINTMENTS/RE-APPOINTMENTS):**

#### **DIRECTORS**

Pursuant to Section 152 of the Companies Act, 2013, Mrs. Babita Bohra, Director of the Company, retires by rotation at ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

#### **KEY MANAGERIAL PERSONNELS**

Mr. Suresh Bohra, Managing Director and CFO, and Mrs. Neha Bansal, Company Secretary are the Key Managerial Personnels in accordance with the provisions of the Companies Act, 2013 and Rules made there under.

### **FAMILIRAZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company and related matters are put up on the website of the Company.

### **EVALUATION OF BOARD PERFORMANCE**

In terms of the provisions of the Companies Act, 2013 read with Rules issued there under and LODR, the Board of Director on recommendation of Nominations & Remuneration Committee have evaluated the effectiveness of the Board/Director(s) for financial year 2019-20.

### **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

The provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 does not apply in your Company.

### **NUMBER OF MEETINGS OF THE BOARD AND AUDIT COMMITTEE**



The details of the number of Board and Audit Committee meetings of the Company are set out in the Corporate Governance Report which forms part of this Report.

#### **DECLARATION OF INDEPENDENCE**

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued there under as well as LODR.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements under Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- (a) in the preparation of the annual accounts for the Financial Year ended 31<sup>st</sup> March, 2019, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2019 and of the profit of the Company for the financial year ended 31<sup>st</sup> March, 2019;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) the Directors have laid down proper internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **AUDITORS AND AUDITORS' REPORT**

The Company has appointed R Gopal & Associates Chartered Accountants, New Delhi, with registration number 000846C as the Statutory Auditor of the Company to fill up the Casual Vacancy. Further, M/s R Gopal & Associates has confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed there under.

The Auditors' Report does not contain qualification, reservation or adverse remark the observations in the Auditors' Report are self-explanatory and do not call for any further comments.

#### **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed MZ & Associates, Company Secretaries to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as "**Annexure - B**" to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.

#### **INTERNAL AUDITOR**

Pursuant to Section 138 of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014 the Company has in place proper internal auditor.

#### **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT – 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 are set out herewith as "**Annexure – C**" to this Report.



### **RELATED PARTY TRANSACTIONS**

The details of the related party transactions as required under Accounting Standard – 18 are set out in Note 28 to the standalone financial statements forming part of this Annual Report. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website.

### **LOANS, GUARANTEES AND INVESTMENTS**

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Details of loan and advances, guarantee and investments has been given in the balance sheet note to accounts.

### **VIGIL MECHANISM**

The Board of Directors of the Company have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015. The Company, through this policy envisages to encourage the Directors and Employees of the Company to report to the appropriate authorities any unethical behaviour, improper, illegal or questionable acts, deeds, actual or suspected frauds or violation of the Company's Code of Conduct for Directors and Senior Management Personnel. The Policy on Vigil Mechanism / Whistle blower policy may be accessed on the Company's website.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is as under:

Part A and Part B relating to conservation of energy and technology absorption are not applicable to the Company as your Company is not a manufacturing company.

### **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Total foreign exchange earnings and outgo	2018-19 (in Rs.)	2017-18 (in Rs.)
FOB Value of Exports	Nil	Nil
CIF Value of Imports	Nil	Nil
Expenditure in foreign currency	Nil	Nil

### **SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS**

There are no significant/material orders passed by any of the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

### **GENERAL**

- Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise;
- Your Company does not have any ESOP scheme for its employees/directors.

### **DEMATERIALIZATION OF SHARES**

Trading in the Equity Shares of the Company is only permitted in the dematerialized form as per the Securities and Exchange Board of India (SEBI) circular dated May 29, 2000.





The Company has established connectivity with both the Depositories viz. National Security Depository Ltd. (NSDL) as well as Central Depository Services (India) Ltd. (CDSL) to facilitate the demat trading. As on 31<sup>st</sup> March, 2019, 100% of the Company's Share Capital is in dematerialized form. The Company's shares are regularly traded on BSE (SME) Limited.

### **CORPORATE GOVERNANCE**

Pursuant to Regulation 27 of the LODR, the Corporate Governance report together with a certificate issued from MZ & Associates, Company Secretaries on its compliance is made part of the Annual Report.

### **CAUTIONARY STATEMENT**

Statement in the management's discussions and analysis describing the Company's projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the Company's operations include demand-supply conditions, changes in government regulations, tax regimes and economic developments within the country and abroad and such other factors.

### **ACKNOWLEDGEMENT**

The Directors of the Company are grateful to all the stakeholders including the customers, bankers, suppliers and employees of the Company for their co-operation and assistance.

#### **Registered Office:**

P-27, Malviya Nagar, Main Market,  
New Delhi-110017, India  
Date: - 04<sup>th</sup> September, 2019  
Place: - New Delhi

By order of the Board  
For **BLUEBLOOD VENTURES LIMITED**

**Suresh Bohra**  
Managing Director  
DIN: 00093343

**Babita Bohra**  
Director  
DIN: 01149417



### Annexure (A) to Director's Report:

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Ratio of Remuneration of each Director to the median remuneration of all the employees of Your Company for the Financial Year 2018-2019:

Name of the Director	Total Remuneration	Ratio of Remuneration of Director to the Median Employee
Mr. Suresh Bohra	NIL	Nil

#### Notes:

- Median remuneration of the Company for all its employees is NIL for the financial year 2018-19.

#### Details of percentage increase in the remuneration of each Director and CFO and Company Secretary in the Financial Year 2018-2019:

Name	Remuneration		Increase %
	2018-19	2017-18	
Mr. Suresh Bohra	Nil	6,00,000	
Mrs. Babita Bohra	Nil	Nil	Nil
Mr. Pushpendra Surana	Nil	Nil	Nil
Mr. Manjeet Pugalia	Nil	Nil	Nil
Mrs. Neha Bansal	3,34,722	3,03,273	
Mr. Nirbhaya Kishore Mishra	Nil	Nil	Nil
Mr. Narsimha Kavadi (Appointed w.e.f. 29 <sup>th</sup> May, 2019)	Nil	Nil	Nil

#### Notes

During the year, your Company does not pay the sitting fees for attending the board and committee meeting.

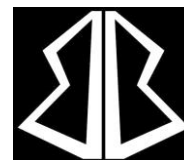
#### Percentage increase in the median remuneration of all employees in the financial year 2018-2019:

Financial Year	2018-19	2017-18	Increase %
Median remuneration of all the employees per annum	Nil	Nil	Nil

#### Number of permanent employees on the rolls of the Company as on March 31<sup>st</sup>, 2019

Executive/Manager	Nil
Other employees	6

#### A. Explanation on the relationship between average increase in remuneration and Company performance:



There was no increase in average remuneration of all employees in the financial year 2018-19 as compared to the financial year 2017-18.

**B. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:**

There is no increase in the salary of the KMP during the Financial Year 2018-19.

**C. Details of share price and market capitalization etc: Not Applicable.**

**D. Comparison of average percentage increase in salary of employee other than the key managerial personnel and the percentage increase in the key managerial remuneration:**

	2018-19	2017-18	Increase (%)
Average salary of all employees (other than key managerial personnel)		1,87,870	
Salary of Managing Director	NIL	6,00,000	
Salary of Company Secretary	3,34,722	3,03,273	

The increase in remuneration of employees other than the managerial personnel is in line with the increase in remuneration of managerial personnel.

- A. Key parameters for the variable component of remuneration No variable compensation is paid by the Company to its Directors.
- B. The ratio of the remuneration of the highest paid Director to that of the Employees who are not Directors but receive remuneration in excess of the highest paid Director during the year: Not Applicable
- C. Affirmation: It is hereby affirmed that the remuneration paid during the year under review is as per the Remuneration Policy of the Company.

**Annexure (B) to Director's Report**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31.03.2019**

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

**To,  
The Members,  
Blueblood Ventures Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Blueblood Ventures Limited (hereinafter referred to as the Company). Secretarial Audit has been conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/ statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the



financial year ended on 31<sup>st</sup> March, 2019, complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2019 to ascertain the compliance of various provisions of:-

- (i) The Companies Act, 2013 and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations, 2006 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015;
- (vi) The Employees State Insurance Act, 1948
- (vii) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (viii) Employers Liability Act, 1938
- (ix) Environment Protection Act, 1986 and other environmental laws
- (x) Air (Prevention and Control of Pollution) Act, 1981
- (xi) Factories Act, 1948
- (xii) Industrial Dispute Act, 1947
- (xiii) Payment of Wages Act, 1936 and other applicable labour laws

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

We report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



- Dissenting member's view were not required to be captured and recorded as part of the minutes as there was no such instance.
- There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company NCLT the approved the demerger of the Company with Devoted Construction Limited. Further, we report that there were no instances of :-

- Public/Right/Preferential issue of shares /sweat equity, etc.
- Redemption / buy-back of securities.
- Foreign technical collaborations

Note: This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

Place: New Delhi  
Date: 22<sup>nd</sup> May, 2019  
For MZ & Associates  
Company Secretaries

**CS Mohd Zafar**  
**Partner**  
**Membership No: FCS 9184**  
**CP: 13875**

#### **Annexure (C) to Director's Report**

**FORM NO. MGT 9**

**EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31.03.2019**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

**I REGISTRATION & OTHER DETAILS:**

i	CIN	L70102DL2007PLC159680
ii	Registration Date	23 <sup>rd</sup> February, 2007
iii	Name of the Company	Blueblood Ventures Limited
iv	Category/Sub-category of the Company	Listed and Company having Share Capital
v	Address of the Registered office & contact details	P-27, Malviya Nagar, Main Market,  New Delhi-110017, India.  011-26671594, <a href="mailto:info@bluebloodventure.com">info@bluebloodventure.com</a>
vi	Whether listed company	Yes



- vii Name, Address & contact details of the Registrar & Transfer Agent, if any. Skyline Financial Services Pvt. Ltd  
D-153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi, 110020  
Fax Number:-022 2851 2885, Email:  
[info@skylinerta.com](mailto:info@skylinerta.com)

## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing **10%** or more of the total turnover of the company shall be stated

S. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1.	Security and commodity contracts brokerage	66120	0
2.	Management consultancy activities	70200	0

## III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

S. No	Name of the Company	Address of the Company	CIN/GLN	Holding/Subsidiary / Associate	% of shares	Applicable Section
1.						

## IV) SHAREHOLDING PATTERN(EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

- |    |                                   |                   |
|----|-----------------------------------|-------------------|
| a) | Category-wise Shareholding        | As per Annexure A |
| b) | Shareholding of Promoters         | As per Annexure B |
| c) | Change in Promoters' Shareholding | As per Annexure C |
| d) | Shareholding of Directors & KMP   | As per Annexure D |

## V) INDEBTNESS

Indebtness of the Company including interest outstanding/accrued but not due for payment As per Annexure E

## VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

- |    |  |                   |
|----|--|-------------------|
| a) | Remuneration to Managing Director, Whole time director and/or Manager: | As per Annexure F |
| b) | Remuneration to other directors:                                       | As per Annexure G |
| c) | Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD     | As per Annexure H |

- |      |  |                   |
|------|--|-------------------|
| VII) | Penalties/Punishment/Compounding Of Offences | As per Annexure I |
|------|--|-------------------|



## Annexure A

IV )	SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)									
(a)	Category wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2018)				No. of Shares held at the end of the year (As on 31.03.2019)				change in shareholding during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	Number	in & w.r.t to total equity share capital
<b>A. Promoters and Promoter Group</b>										
(1) Indian										
a) Individual/HUF	1014210	0	1014210	33.79	1014210		1014210	33.79	0	0.00
b) Central Govt. or State Govt.	0	0	0	0.000	0		0	0.000	0	0.00
c) Bodies Corporates	579870	0	579870	19.32	579870		579870	19.32	0	0
d) Bank/FI		0		0.000			0	0.000	0	0.00
e) Any other		0		0.000			0	0.000	0	0.00
<b>SUB TOTAL:(A) (1)</b>	1594080		1594080	53.12	1594080		1594080	53.12	0	0.00
<b>(2) Foreign</b>										
a) NRI-Individuals	0	0	0	0.000	0		0	0.000	0	0.00
b) Other Individuals	0	0	0	0.000	0		0	0.000	0	0.00
c) Bodies Corp.	0	0	0	0.000	0		0	0.000	0	0.00
d) Banks/FI	0		0	0.000	0		0	0.000	0	0.00
e) Any other...	0		0	0.000	0		0	0.000	0	0.00
<b>SUB TOTAL (A) (2)</b>	0		0	0.000	0		0	0.000	0	0.00
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	1594080		1594080	53.12	1594080		1594080	53.12		



<b>B. PUBLIC SHAREHOLDING</b>										
<b>(1) Institutions</b>										
a) Mutual Funds	0	0	0	0.000	0	0	0	0.000	0	0.00
b) Banks/FI	0	0	0	0.000	0	0	0	0.000	0	0.00
c) Central Govt.	0	0	0	0.000	0	0	0	0.000	0	0.00
d) State Govt.	0	0	0	0.000	0	0	0	0.000	0	0.00
e) Venture Capital Fund	0	0	0	0.000	0		0	0.000	0	0.00
f) Insurance Companies	0	0	0	0.000	0	0	0	0.000	0	0.00
g) FIIS	0	0	0	0.000	0	0	0	0.000	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0.000	0	0	0	0.000	0	0.00
i) Others (specify)	0	0	0	0.000	0	0	0	0.000	0	0.00
<b>SUB TOTAL (B)(1):</b>	0	0	0	0.000	0	0	0	0.000	0	0.00
<b>(2) Non Institutions</b>										
a) Bodies corporate	1050000	0	1050000	34.99	1023000	0	1023000	34.09		%
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	138000	0	138000	4.6	162000	0	162000	5.4		%
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	219000	0	219000	7.3	222000	0	222000	7.4	0	0
c) Others (Trusts, Overseas Corporate Bodies, Clearing Members, NRI )	0	0	0	0.000	0	0	0	0.000	0	0.00
<b>SUB TOTAL (B)(2):</b>	1407000		1407000	46.88	1407000	0	1407000	46.88		
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	1407000		1407000	46.88	1407000	0	1407000	46.88		
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0.000	0	0	0	0.000	0	0.00





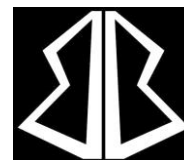
<b>Grand Total</b> <b>(A+B+C)</b>	3001080	0	3001080	100.00 0	3001080	0	3001080	100.00 0		
<b>Annexure B</b>										
<b>IV</b>	<b>SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)</b>									
<b>(b)</b>	<b>SHARE HOLDING OF PROMOTERS AND PROMOTER GROUP</b>									
<b>S.N O</b>	<b>Shareholders Name</b>	<b>Shareholding at the beginning of the year (As on 01.04.2018)</b>			<b>Shareholding at the end of the year (As on 31.03.2019)</b>			<b>% change in shareholding during the year</b>		
		<b>No. of Shares</b>	<b>% of total shares of the company</b>	<b>% of shares pledged/encumbered to total shares</b>	<b>No. of Shares</b>	<b>% of total shares of the company</b>	<b>% of shares pledged/encumbered to total shares</b>			
1	Suresh Bohra	6,07,770	20.25	6,07,770	6,07,770	20.25	0.00	Nil		
2	Babita Bohra	1,03,980	3.46	1,03,980	1,03,980	3.46	0.00	Nil		
3	Rohit Bohra	1,07,460	3.58	1,07,460	1,07,460	3.58	0.00	Nil		
<b>Promoter Group</b>										
4	Babsons (HUF)	1,95,000	6.50	0.00	1,95,000	6.50	0.00	Nil		
5	SJM INVESTMENTS (DELHI) PVT LTD	3,09,000	10.30	0.00	3,09,000	10.30	0.00	Nil		
6	BOHRA INDUSTRIAL RESOURCES PVT LTD	1,19,970	4.00	0.00	1,19,970	4.00	0.00	Nil		
7	DANDY DEVELOPERS PRIVATE LIMITED	150900	5.03	0.00	150900	5.03	0.00	Nil		
	<b>Total</b>	<b>15,94,080</b>	<b>53.12</b>	<b>0.00</b>	<b>15,94,080</b>	<b>53.12</b>	<b>0.00</b>	<b>Nil</b>		



IV	SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)					ANNEXURE C
(iii)	CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)( NO CHANGE IN SHAREHOLDING)					
S. No.		Shareholding at the beginning of the Year (As on 01.04.2018)		Cumulative Shareholding during the year (as on 31.03.2019)		
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company	
	At the beginning of the year					
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)					
	<b>At the end of the year</b>					

# The Increase or decrease in the Promoter Changes has been shown separately below:

S. No.	Shareholder's Name	Shareholding at the beginning of year 01/04/2018			Shareholding at the end of the year 31/03/2019				
		No. of Shares at the beginning (01-04-2018) / end of the year (31-03-2019)	% of total Shares of the company	Date	Increasing /Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the Company	
1	Suresh Bohra	6,07,770	20.25		-	-	-	-	
	-Closing Balance						6,07,770	20.25	
2	Babita Bohra	1,03,980	3.46		-				
	-Closing Balance	1,03,980					1,03,980	3.46	
3	Rohit Bohra	1,07,460	3.58		-				
	-Closing Balance						1,07,460	3.58	



(iv) Shareholding of Directors and Key Managerial Personnel(s)								
								ANNEXURE D
S.NO.	Name	Shareholding at the beginning of the year (as on 01.04.2018)		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. Of Shares at the beginning (01.04.2018) / at the End of the year 31.03.2019	% of the total shares of the Company				No. Of Shares	% of total shares of the Company
<b>A</b>	<b>DIRECTORS</b>							
1.	Mr. Suresh Bohra Managing Director	6,07,770	20.25		-		-	-
	-Closing Balance			31-Mar-19			6,07,770	20.25
2.	Mrs. Babita Bohra Non-Executive Director	103980	3.46					
	Closing balance			31-Mar-19			103980	3.46
3.	Mr. Pushpendra Surana Non-Executive Director	87000	2.90	01-Apr-18				
	Closing balance	87000	2.90	31-Mar-19			87000	2.90
4.	Mr. Manjeet Pugalia Independent Director	0	0	01-Apr-18	0	Nil movement during the year		
	Closing balance	0	0	31-Mar-19			0	0
5.	Mr. Nirbhaya Kishor Mishra Independent Director	0	0	01-Apr-18	0	Nil movement during the year		
	Closing balance	0	0	31-Mar-19			0	0
6.	Mr. Narsimha	0	0	29.05.20				



	Kavadi			19				
<b>B</b>	<b>KEY MANAGERIAL PERSONNEL(KMP 's)</b>							
1	Mrs. Neha Bansal	0	0	01-Apr-18	0	Nil movement during the year		
	Company Secretary							
	Closing balance	0	0	31-Mar-19			0	0
2	Mr. Suresh Bohra	0	0	01-Apr-18	0	Nil movement during the year	6,07,770	20.25
	Chief Financial Officer(CFO)							
	Closing balance	0	0	31-Mar-19			0	0

V INDEBTEDNESS		Annexure E					
Indebtedness of the Company including interest outstanding/accrued but not due for payment							(in Rs.)
				Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year(As at 01.04.2018)							



Principal Amount			37,27,797	37,54,77,806		1,31,92,05,603
ii) Interest due but not paid						
iii) Interest accrued but not due						
<b>Total (i+ii+iii)</b>						
<b>Change in Indebtedness during the financial year</b>						
Additions					-	
Reduction				-	-	
<b>Net Change</b>			-	-	-	
<b>Indebtedness at the end of the financial year(As at 31.03.2019)</b>						
i) Principal Amount				19,03,458		
ii) Interest due but not paid			-	-	-	-
iii) Interest accrued but not due			-	-	-	-
<b>Total (i+ii+iii)</b>						

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				Annexure F
A	Remuneration to Managing Director, Whole time director and/or Manager: In Rs.			
S. No.	Particulars of Remuneration	Mr. Suresh Bohra (Managing Director)	Total Amount	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act 1961.	-	-	
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	
2.	Stock option	-	-	
3.	Sweat Equity	-	-	
4.	Commission	-	-	
	as % of profit	-	-	
	Others (specify)	-	-	
5.	Others, please specify	-	-	
	Total (A)			
	Ceiling as per Act			Remuneration is under the limit as prescribed under the schedule V



B.	Remuneration to other Directors				Annexure G
Sl. No	Particulars of Remuneration				
1	<b>Independent Directors</b>	Mr. Manjeet Pugalia	Mr. Nirbhaya Kishore Mishra	Mr. Narsimha Kavadi	
	(a) Fee for attending board/committee meetings	Nil			
	(b) Commission	0	0	0	
	(c ) Others, please specify	0	0	0	
	Total	0	0	0	
	<b>Total Managerial Remuneration</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	<b>Overall Ceiling Act</b>	Remuneration is as per the limit			

C.	ANNEXURE H		
Sl. No.	Particulars of Remuneration of KMP other than Directors		
1	<b>Gross Salary</b>	Mrs. Neha Bansal, Company Secretary	334722
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.		
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
	as % of profit	0	0
	others, specify	0	0
5	Others, please specify	0	0
	<b>Total</b>		



VII	PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES				Attachment I
Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					



## **REPORT ON CORPORATE GOVERNANCE**

### **1. Corporate Governance from Blueblood Ventures Limited (BVL)**

Corporate Governance is about commitment to values and ethical business conduct and improves public understanding of the structure, activities and policies of the organization.

Your Company believes that the implementation of good corporate practices bring positive strength among all the stakeholders of the Company, which is key to success for any corporate.

### **2. Board of Directors**

#### **2.1 Board Diversity and Structure**

The Board composition is in compliance with the Regulation 17 of the Listing Regulations 2015 as well as the Companies Act, 2013. As on 31st March, 2019, the Company had five Directors on the Board. Presently more than fifty per cent of the Board comprises of Non-Executive Directors. Out of the 6 (Six) Directors, 2 (two) are Non-Executive Directors, 3 (three) are Non-Executive -Independent Director and 1 (one) Managing Director.

The members on the Board possesses adequate experience, expertise and skills necessary for managing the affairs of the Company in the most effective and efficient manner.

#### **2.2 Independent Directors**

Mr. Nirbhaya Kishore Mishra, Mr. Narsimha Kavadi and Mr. Manjeet Pugalia are the Independent Directors of the Company. The Independent Directors have submitted the declaration that they meet the criteria of Independence as per the provisions of Companies Act, 2013 and the Listing Agreement entered into with the Stock Exchanges. None of the Independent Directors is holding directorship in more than 7 listed Companies. The Company has also issued the formal letter of appointments to all the Independent Directors in the manner provided under the Companies Act, 2013 and under the LODR Regulations.

#### **2.3 Familiarisation Programme**

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the stock exchanges, mandates the Company to familiarize the Independent Directors with the Company, their roles, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. Through various programmes.

The Company conduct programmes/ presentations periodically to familiarize the Independent Directors with the strategy, business and operations of the Company.

The above programme also includes the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities. The Company also circulates news and articles related to the industry from time to time and provide specific regulatory updates.

The details of such Familiarization programme for Independent Directors in terms of Regulation 25(7) of the Listing Regulations, 2015 are posted on the website of the Company and can be accessed through the following link:-  
<http://www.bluebloodventure.com/Policies.aspx>

#### **2.4 Board Meetings**

During the financial year ended 31<sup>st</sup> March, 2019, the Board met 6 (Six) times i.e. on 28.05.2018, 20.08.2018, 05.09.2018, 08.11.2018, 14.11.2018, 12.03.2019. The last Annual General Meeting was held on 29<sup>th</sup> September, 2018.

The attendance of Directors at the Board Meetings held during the financial year ended 31<sup>st</sup> March, 2019 under review as well as in the last Annual General Meeting and the number of the other Directorships/Committee positions presently held by them are as under:-

Name of Directors	Date of Appointment	Category	No of Board Meetings	No. Of Board meeting attended	Attendance at the last AGM	No of Directorship in other Public Companies	Shareholding in the Company



**Director's Report****Governance****Financial Statement****Notice**

Mr. Suresh Bohra	19.12.2013	MD	6	6	Present	3	20.25%
Mrs. Babita Bohra	31.08.2015	NENID	6	6	Present	0	3.46%
Mr. Pushpendra Surana	18.09.2014	NENID	6	6	Present	1	2.9%
Mr. Manjeet Pugalía	31.08.2015	NEID	6	6	Present	1	NIL
Mr. Nirbhaya Kishore Mishra	26.08.2017	NEID	6	5	Present	4	Nil

\* NEID- Non Executive Independent Director, NENID- Non Executive Non Independent Director MD- Managing Director

**Present Directorships in other Companies/Committee Positions (including Blueblood Ventures Limited)**

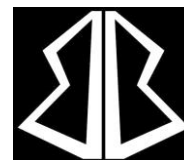
S.No.	Name of Director	Directorships (Name of Companies)*	Committee(s) Position		
			Name of the Company	Committee	Position
1.	<b>Mr. Suresh Bohra</b>	1. Microwave Communications Limited 2. Blueblood Ventures Limited 3. Blackfox Advisors Private Limited 4. Bohra Industrial Resource Private Limited 5. Crest Comtrade Private Limited 6. Playnlive Sports Welfare Association 7. Black Fox Financial Private limited 8. Media Matrix Worldwide Limited 9. Blackfox Financial IFSC Private Limited 10. Devoted Construction Limited	Media Matrix Worldwide Limited	Audit	Member
			Media Matrix Worldwide Limited	Stakeholders Relationship	Chairman
			Media Matrix Worldwide Limited	Nomination & Remuneration	Member
			Blueblood Ventures Limited	Audit	Member
			Blueblood Ventures Limited	Stakeholders Relationship	Member
			Microwave Communications Limited	Audit	Member
			Microwave Communications Limited	Nomination & Remuneration	Member
			Devoted Construction Limited	Audit	Member
			Devoted Construction Limited	Stakeholders Relationship	Member
2.	Mrs. Babita Bohra	1. Black Fox Financial Private Limited 2. SJM Investments (Delhi) Private Limited 3. Blueblood Ventures Limited 4. Crest Comtrade Private Limited 5. Bohra Industrial Resources Private Limited	Blueblood Ventures Limited	Stakeholders Relationship	Member
			Blueblood Ventures Limited	Nomination & Remuneration	Member



3.	Mr. Pushpendra Surana	1. Blue Blood Ventures Limited 2. Blackfox Advisors Private Limited 3. Devoted Construction Limited 4. Blackfox Financial IFSC Pvt Ltd	Blueblood Ventures Limited  Devoted Construction Limited	Nomination & Remuneration  Nomination & Remuneration Committee	Member  Member
4.	Mr. Manjeet Pugalía	1. Blueblood Ventures Limited 2. Playnlive Sports Welfare Association 3. Devoted Construction Limited. 4. ED Solutions India Private Limited.	Blueblood Ventures Limited  Blueblood Ventures Limited  Blueblood Ventures Limited  Devoted Construction Limited  Devoted Construction Limited  Devoted Construction Limited	Nomination & Remuneration  Audit  Stakeholder Relationship  Audit  Nomination & Remuneration  Stakeholder Relationship	Chairman  Chairman  Chairman  Chairman  Member  Chairman
5.	Mr. Nirbhaya Kishore Mishra	1. Blueblood Ventures Limited 2. Ashoka GVR Mudhol Nipani Roads Limited 3. Ashoka Highways (Bhandara) Limited 4. Jaora – Nayagaon Toll Road Company Private Limited 5. Auxesia Advisors Private Limited 6. Ashoka Highways (Durg) Limited 7. Playnlive Sports Welfare Association 8. Bigbridge Asset Management Private Limited 9. Angerona Consulting Private Limited 10. Gvr Ashoka Chennai Orr Limited	Blueblood Ventures Limited	Nomination & Remuneration	Member
			Blueblood Ventures Limited	Audit Committee	Member

\* The directorship held by directors as mentioned above does not include directorship of foreign companies, Section 8 Companies, if any.

None of the Directors on the Board hold directorships in more than ten public companies and memberships in more than ten Committees and they do not act as Chairman of more than five Committees across all companies in which they are directors.



## 2.5 Meeting of Independent Directors

The Independent Directors of the Company meet at least once in every financial year without the presence of Executive Directors or representatives of management. All the Independent Directors strive to be present at such meetings. During the Financial Year ended 31<sup>st</sup> March, 2019, one meeting was held on 12<sup>th</sup> March, 2019.

## 2.6 Evaluation of Board/Independent Directors Effectiveness

In terms of provision of Companies Act, 2013 read with Rules issued there under and as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Board of Directors, on recommendation of Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly performance evaluation of the Board, each Director and Committees was carried out for the financial year ended 31<sup>st</sup> March, 2019. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meeting, understanding their roles and responsibilities, business of the Company and also effectiveness of their contribution.

## 2.7 Information Placed before the Board -

In addition to the matters which statutorily require Board's approval, the following matters as required under code on Corporate Governance are also regularly placed before the Board :-

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the listed entity and its operating divisions or business segments.
- Minutes of meetings of audit committee and other committees of the board of directors.
- The information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the listed entity, or substantial non-payment for goods sold by the listed entity.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the listed entity or taken an adverse view regarding another enterprise that may have negative implications on the listed entity.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

## 3. Committees of the Board

In terms of the SEBI code on the Corporate Governance, the Board of the Company has constituted the following Committees :-

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee

### 3.1 Audit Committee

The Composition of the Audit Committee is in line with the provision of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members of the Audit Committee are financially literate and have requisite experience in accounting and financial management.

The Company Secretary acts as Secretary to the Committee. Statutory Auditors is the permanent Invitee.

The followings are the members and their attendance at the Committee Meetings during the financial year ended 31<sup>st</sup> March, 2019:-



Name of Directors	Designation	No. Of Meetings	
		Held	Attended
Mr. Manjeet Pugalía	Chairman	4	4
Mr. Suresh Bohra	Member	4	4
Mr. Nirbhaya Kishore Mishra	Member	4	4

The terms of reference of the Audit Committee are as follows:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending the appointment / re-appointment of external and internal auditors, tax auditors, cost auditors, fixation of statutory audit fees, internal audit fees and tax audit fees and also approval for payment of any other services.
- Review with management, the annual financial statements before submission to the Board.
- Review half yearly un-audited/audited financial results/ review reports.
- Review the financial statements in particular of the investments made by the unlisted subsidiary companies.
- Review with management, performance of external and internal auditors, and adequacy of internal control system.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussions with statutory auditors before the audit commence about nature and scope of audit as well as have post audit discussions to ascertain any area of concern.
- Approve the appointment of Chief Financial Officer.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders and creditors, if any.
- Review of the use/application of money raised through Public/Rights/Preferential Issue, if any.
- Approval or any subsequent modification(s) of transactions of the Company with related parties, if any.
- Review and monitor auditors independence and performance and effectiveness of audit process.
- Scrutiny of inter corporate loans and investments.
- Review the Company's financial and Risk Management Policy
- Discussions with internal auditors of any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Valuation of Undertakings or assets of the Company where it is necessary.
- To review the functioning of the Whistle Blower / Vigil mechanism.
- Evaluation of Internal Financial control and risk management system.

The Audit Committee during the year has approved the overall framework for RPTs, the Policy on dealing with the RPTs, the policy on materiality of RPTs and the criteria for granting ominous approval in line with the policy of dealing with RPTs in accordance with provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 .

### 3.2 Nomination & Remuneration Committee

The Board of Directors of the Company has constituted a Nomination & Remuneration Committee which is responsible for determining the Company's policy on specific remuneration package for Executive Directors including any compensation payment.

The present composition of Nomination and Remuneration Committee is as under:

Name of Member	Designation
Mr. Manjeet Pugalía	Chairman
Mr. Nirbhaya Kishore Mishra	Member
Mr. Pushpendra Surana	Member



The terms of reference of Nomination and Remuneration Committee are given below:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at their meeting held on 05<sup>th</sup> March, 2016 formulated the Nomination and Remuneration Policy and the policy on Board Diversity of the Company on the recommendation of Nomination & Remuneration Committee.

#### Nomination & Remuneration Policy of the Company

The Nomination & Remuneration Policy of Blueblood Ventures Limited (the "Company") is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The Policy emphasize on promoting talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. The policy reflects the Company's objectives for good corporate governance as well as sustained long term value creation for shareholders.

The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel. While designing remuneration packages, industry practices and cost of living are also taken into consideration

The details of remuneration and perquisites paid to Executive and Non- Executive Directors during the Financial year 2018-2019 are given below:-

Name of Director	Salary	Allowances	Perquisites	Contribution to PF	Sitting Fee	Total
	(in Rs.)					
	Category A – Executive Directors					
Mr. Suresh Bohra						
Category B – Non-Executive Independent Directors/ Non-Executive Directors						
Mr. Pushpendra Surana	Nil	-	-	-		Nil
Mrs. Babita Bohra	Nil	-	-	-		Nil
Mr. Nirbhaya Kishore Mishra	-	-	-			
Mr. Manjeet Pugalia	-	-	-	-	Nil	-
Mr. Narsimha Kavadi						



The Company makes the payment of sitting fees of Rs. 2000/- each excluding service tax as sitting fees to Non-Executive Directors for every Board/Committee Meeting attended by them.

The remuneration paid to Mr. Suresh Bohra as shown under item no 3.2 of Report on Corporate Governance is as per the Section 197 and Schedule V of the Companies Act, 2013 and no approval of Central Government is required.

### 3.3 Stakeholders Relationship Committee

Pursuant to provisions of Section 178(5) of the Companies Act, 2013, "Stakeholders Relationship Committee" was formed by the Board at their meeting held on 03<sup>rd</sup> February, 2016. The scope of the Stakeholders Relationship Committee shall be to consider and resolve the grievances of security holders of company. This Committee looks into transfer and transmission of shares/debentures/bonds etc., issue of duplicate share certificates, issue of shares on rematerialisation, consolidation and sub-division of shares and investors' grievances. This Committee particularly looks into the investors grievances and oversees the performance of the Share Department /Share Transfer Agent and to ensure prompt and efficient investors' services.

The present composition of Stakeholders Relationship Committee is as under:

Sr. No.	Name	Designation	Nature of Directorship
1.	Mr. Manjeet Pugalia	Chairman	Non Executive Independent Director
2.	Mr. Suresh Bohra	Member	Managing Director
3.	Mrs. Babita Bohra	Member	Non Executive and Non Independent Director

The terms of reference of Share Transfer & Investors Grievance Committee are given below:

- Efficient transfer/transmission of shares including review of cases for refusal of transfer /transmission of shares and debentures.
- Overseeing the performance of Share Transfer Agent.
- Recommend methods to upgrade the standard of Services to the investors
- Redressal of investors' complaints.
- Issue of duplicate / split / consolidated share certificates.
- Dematerialise or Rematerialise the Share Certificates

More details on share transfers, investors' complaints, etc. are given in the shareholder information section of this report.

Company Secretary & Compliance Officer, acts as the Secretary of the aforesaid Committee

### 3.4 Details of pecuniary relationship/transactions of the Non – Whole Time Directors/their Firms & Companies vis-a-vis the Company during the financial year 2018-2019

Nil

## 4. General Body Meetings

Location and time where General Meetings held in the last 3 years is given below:

Year	AGM	Location	Date	Time
2018-19	AGM	Delhi	29.09.2018	11:30 A.M.
2017-18	AGM	Delhi	27.09.2017	10:30 A.M.
2017-18	EGM	Delhi	26.02.2018	10:30 A.M.
2016-17	AGM	Delhi	19.09.2016	09:30 A.M.

The following resolutions were passed as Special Resolutions in previous three years AGMs/ EGMs:

Year	AGM/EGM	Subject Matter of Special Resolution	Date	Time
2016-17	AGM	1. Approval under section 180 (1) (c) 2. Approval under section 180 (1) (a) 3. Approval under section 186 for loan and investment	19.09.2016	09:30 A.M.



		4. Appointment of Mr. Syed Liaqat Ali as an independent director of the Company		
2017-18	AGM	1. Appointment of Mr. Nirbhaya Mishra as an Independent Director of the Company	27.09.2017	10:30 A.M.
2017-18	EGM	1. Conversion of Loan into Debentures 2. Issue Of Debentures On Private Placement Basis 3. Authority To Borrow Funds	26.02.2018	10:30 A.M.
2018-19	AGM	1. Consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018, the reports of the Board of Directors and Auditors thereon; and 2. Re-Appointment of Mr. Pushpendra Surana (DIN: 01179041), who retires by rotation. 3. Ratification of M/s Prakash Mishra & Associates, Chartered Accountants, Chartered Accountant (Firm Registration No 087382) as Auditor and to fix their remuneration, 4. Appointment of M/s MZ & Associates, Company Secretary as Secretarial Auditor 5. Appointment of Mr. Suresh Bohra as CFO of the Company	29.09.2018	11:30 A.M.

No Special resolution was put through postal ballot during the financial year 2018-19. None of the business proposed to be transacted in the ensuing Annual General Meeting (AGM) require passing a Special Resolution through postal ballot.

**1. Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large.**

None of the materially significant transactions with any of the related parties were in conflict with the interest of the Company. Attention of the members is drawn to the disclosures of transactions with related parties set out in note no. 28 of the Standalone Financial Statements forming part of the Annual Report.

**2. Details of non-compliance by the Company, penalties, and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

During the year 2018-19, there were no penalties imposed upon the company by Stock exchanges or SEBI or any Statutory Authority on any matter related to capital markets during the last three years.

**3. Vigil Mechanism and Whistle Blower Policy of the Company**

The Board of Directors of the Company has adopted Whistle Blower Policy. The management of the Company, through this policy envisages to encourage the employees of the Company to report to the higher authorities any unethical, improper, illegal or questionable acts, deeds and things which the management or any superior may indulge in. This Policy has been circulated to employees of the Company and is also available on Company's Website. No employee of the Company is denied access to the Audit Committee.

**4. Details of compliance with mandatory requirements and adoption of the non mandatory requirements of this clause**

Company has complied with mandatory requirement of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**5. Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding Rules framed there under, M/S MZ & Associates, Practicing Company Secretaries has been appointed as the Secretarial Auditor of the Company to carry out the secretarial audit for the year ending 31st March, 2019.

**6. Secretarial Certificates**

A Secretarial Audit Report given by the Secretarial Auditors in Form No. MR-3 is annexed with this Report as ANNEXURE – B. There are no qualifications, reservations or adverse remarks made by Secretarial Auditors in their Report.

**7. Reconciliation And Share Capital Audit**

- (i) Pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and [(regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996]. with the Stock Exchanges, certificates, on half- yearly basis, have been issued by a Company Secretary in-Practice for due compliance of share transfer formalities by the Company.
- (ii) A Company Secretary in-Practice carried out a reconciliation of Share Capital Audit to reconcile the total admitted share capital with National Securities Depository Limited and Central Depository Service (India) Limited ("Depositories") and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and total number of shares in dematerialised form (held with Depositories).

**8. CEO & CFO certification**

The Chief Financial Officer (CFO) of the Company gives annual certifications on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**9. Means of Communications**

The Company's website [www.bluebloodventure.com](http://www.bluebloodventure.com) contains Annual Reports, Financial Results, Shareholding Pattern, etc. Management Discussions and Analysis forms part of the Directors' Report, which is posted to the shareholders of the Company.

**10. Code of conduct for Board Members and Senior Management Personnel**

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel and the same has been posted on the Company's website. The Directors and the Senior Management Personnel affirm the Compliance of the Code annually. A certificate to this effect is attached to this Report duly signed by the as Director (Finance).

**11. Shares/Convertible Instruments held by Non-Executive Directors: NIL**



**GENERAL SHAREHOLDER'S INFORMATION**

1. **AGM date, time and venue** : Monday, 30<sup>th</sup> September, 2019, 11:30 A.M.  
M-55 M Block Market, Third Floor, Greater Kailash-2, New Delhi-110048
2. **Financial Year** : 01<sup>st</sup> April 2018 to 31<sup>st</sup> March, 2019
3. **Date of Book Closing** : 25<sup>TH</sup> September, 2019 to 30th September, 2019(both days inclusive)  
(Both days inclusive)
4. **Dividend Payment Date** : NA
5. **Listing on Stock Exchanges** : BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai 400001
6. **Status of Listing Fees** : Paid for FY 2019-2020
7. **Registered Office** : P-27, Malviya Nagar Main Market Delhi-110017
8. **Corporate Office** : M-55, M Block Market, Top Floor, Greater Kailash-2, New Delhi-110048
9. **CIN** : L70102DL2007PLC159680
10. **Website/Email** : [www.bluebloodventure.com](http://www.bluebloodventure.com)
11. **Depositories** : **National Securities Depository Ltd.(NSDL)**  
4th Floor, 'A' Wing, Trade World  
Kamla Mills Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai - 400 013  
Tel: +91-22-24994200, Fax: +91-22-24972993  
  
**Central Depository Services (India) Ltd.(CDSL)**  
Phiroze Jeejeebhoy Towers  
28th Floor, Dalal Street  
Mumbai - 400 023  
Tel: +91-22-22723333, Fax: +91-22-22723199
12. **ISIN** : INE562S01013
13. **Registrar and Transfer Agents** : Skyline Financial Services Private Limited
14. Members are requested to correspond with the Company's Registrar & Transfer Agents- Skyline Financial Services Private Limited quoting their folio no./DP ID/Client ID No at the following address:  
**Skyline Financial Services Private Limited:**  
D-153A, First Floor, Okhla Industrial Area,



Phase-1, New Delhi-110020  
 Telephone Number:-011-26812683  
 Fax Number: -011-26812682, Email:info@skylinerta.com

**15. Share Transfer System**

Share Transfer in physical form can be lodged with Skyline Financial Services Private Limited at the above mentioned address. Such Transfer are normally completed within 15 days from the date of receipt. The Company Secretary is duly empowered to approve transfer of shares.

**The Total Number of shares transferred in physical form during the financial year 2018-2019**

Number of Transfer Deeds	Nil
Number of Shares	Nil

**16. Investor's complaints received during the financial year 2018-2019:**

There were no investor grievances remaining unattended/pending as at 31<sup>st</sup> March, 2019.

**17. Distribution of Shareholding as on 31<sup>st</sup> March, 2019:**

No. of ordinary Shares	No. of Shareholders	Percentage of total Shareholders	Shares Amount (Rs)	Percentage of total Shareholdings
Up To 5,000	0	0	0	0
5001 To 10,000	0	0	0	0
10001 To 20,000	0	0	0	0
20001 To 30,000	39	56.52	1170000	3.9
30001 To 40,000	0	0	0	0
40001 To 50,000	0	0	0	0
50001 To 1,00,000	8	11.59	630000	2.1
1,00,000 and Above	22	31.88	28210800	94
Total	69	100	30010800	100

**18. Categories of Shareholdings as on 31<sup>st</sup> March, 2019:**

S. No.	Category	Shares	%
<b>A</b>	<b>Promoters Holding</b>		
1	Indian Promoters	1594080	53.12
2	Foreign Promoters	-	-
<b>Sub Total (A)</b>		1594080	53.12
<b>B</b>	<b>Public Shareholding</b>		
1	<b>Institutional Investors</b>	-	-
a)	Mutual Funds & UTI	-	-
b)	Banks, Financial Institutions, Insurance Companies(Central/State Government Institutions/Non-Government Institutions)	-	-
c)	Foreign Institutional Investors	-	-
<b>Sub Total (B1)</b>		0.00	0.00
2	<b>Non Institutional Investors</b>		



a)	Private Corporate Bodies	1407000	46.88
b)	Indian Public		
c)	NRIs		
d)	Any other		
i)	Foreign Banks	-	-
ii)	Trusts	-	-
iii)	OCBs		
	<b>Sub Total (B2)</b>	1407000	46.88
	<b>Total public Shareholding (B=B1+B2)</b>	1407000	46.88
<b>C</b>	<b>Shares held by Custodian and against which depository receipts have been issued</b>	-	-
<b>GRAND TOTAL (A+B+C)</b>		<b>3001080</b>	<b>100</b>

### 19. Dematerialization of Shares

Trading in the Equity Shares of the Company is only permitted in the dematerialized form as per the Securities and Exchange Board of India (SEBI) circular dated May 29<sup>th</sup>, 2000.

The Company has established connectivity with both the Depositories viz. National Security Depository Ltd. (NSDL) as well as Central Depository Services (India) Ltd. (CDSL) to facilitate the demat trading. As on 31<sup>st</sup> March, 2019, the 100 % of the Company Share's Capital is in dematerialized form.

### 20. Market Price Information:

Month	BSE Limited	
	Highest (in Rs)	Lowest (in Rs)
Apr-2018	29.00	29.00
Jun-2018	27.00	25.50
July-2018	24.50	14.25
Aug-2018	17.00	17.00
Nov-2018	16.40	16.40
Feb-2019	15.25	12.60
Mar-2019	12.75	12.60

### 21. Stock Codes: BSE: 539637

#### DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT

I, Babita Bohra, Director of Blueblood Ventures Limited, hereby declare that all Board Members and Senior Management Personnel have affirmed compliance of the Code of Conduct as on 31<sup>st</sup> March, 2019.

Place: New Delhi

Date: 04th September, 2019

SD/-  
Babita Bohra  
Director



### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
THE MEMBERS OF  
BLUEBLOOD VENTURES LIMITED  
P-27, Malviya Nagar,  
Main Market, New Delhi DI 110017, India

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Blueblood Ventures Limited having CIN L70102DL2007PLC159680 and having registered office at P-27, Malviya Nagar, Main Market, New Delhi DI 110017 In (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs and any other Statutory Authority/ies.

Sr. No.	Name of Director	DIN	Date of appointment/re-appointment in Company
1.	Mr. Suresh Bohra	00093343	23/02/2007
2.	Mr. Nirbhaya Kishore Mishra	00302769	26/08/2017
3.	Mr. Pushpendra Surana	<u>01179041</u>	18/09/2014
4.	Ms. Babita Bohra	01149417	24/02/2015
5.	Mr. Manjeet Pugalia	07131803	21/03/2015
6.	Mr. Narsimha Kavadi	08145297	29/05/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For MZ & Associates  
Company Secretaries  
CS Mohd Zafar  
Partner

Membership No: FCS 9184

Place: New Delhi

Date: 15.07.2019

CP: 13875

**CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To,  
The Members  
Blueblood Ventures Limited  
P-27, Malviya Nagar,  
Main Market, New Delhi DI 110017 India

We have examined the compliance of conditions of Corporate Governance by Action Construction Equipment Limited, for the year ended on March 31, 2019, as stipulated in Regulations 17-27 and clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended, ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17-27 and clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

**For MZ & Associates**

**Company Secretaries**

**CS Mohd Zafar**

**Partner**

**Place: New Delhi**

**Membership No: FCS9184**

**Date: 15.07.2019**

**CP: 13875**



## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF BLUEBLOOD VENTURES LIMITED

#### Report on the Audit of the Standalone Financial Statements

##### Opinion

We have audited the accompanying Standalone Financial Statements of **Blueblood Ventures Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the loss and its cash flows for the year ended on that date.

##### Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

##### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there is no key audit matter to communicate in our report.

##### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon



In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the Accounting Standard and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also



responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.





- c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standard specified under Section 133 of the Act
- e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure- A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - I. The Company has no pending litigation which has any impact on its financial position.
    - II. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - III. No amount was required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For Prakash Mishra & Co**

Chartered Accountants

Firm registration number: 025280N

**Prakash Mishra**

Prop.

Membership number: 526249

Place: New Delhi

Date: 29.05.2019



## ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **M/s Blueblood Ventures Limited** of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have examined the internal financial controls over financial reporting of **M/s Blueblood Ventures Limited** (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management’s Responsibility for Internal Financial Controls

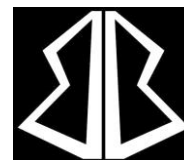
The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.



### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### **For Prakash Mishra & Co**

Chartered Accountants

Firm registration number: 025280N

#### **Prakash Mishra**

Prop.

Membership number: 526249

Place: New Delhi

Date: 29.05.2019

**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **M/s Blueblood ventures Limited** of even date)

i. In respect of the Company's fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) The company does not have any immovable property in its name.

ii. The company is into the business of sale and purchase of securities and commodities. Securities were kept in demat form and we have verified the same.

iii. The Company has granted unsecured loan amounted to Rs. 78,58,130.00 to company covered in the Register maintained under section 189 of the Act.

iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

(a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.

(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.



viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.

ix. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

xi. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

xiv. There was no issue of Shares during the year. The company has not made any private placement of shares or fully or partly paid convertible debentures during the year.

xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Prakash Mishra & Co**

Chartered Accountants

Firm registration number: 025280N

**Prakash Mishra**

Prop.

Membership number: 526249

Place: New Delhi

Date: 29.05.2019



Blueblood Ventures Limited

C.I.N.: L70102DL2007PLC159680

Balance Sheet as on 31st March, 2019

Particulars

Note No.	As at March, 2019 Rs.	31 As at 31 March, 2018 Rs.
<b><u>EQUITY AND LIABILITIES</u></b>		
<b>Shareholders' funds</b>		
(a) Share capital	2 3,00,10,800	3,00,10,800
(b) Reserves and surplus	3 <b>3,30,30,377</b>	12,56,18,420
<b>Non Current Liabilities</b>		
(a) Long-term borrowings	4 <b>94,19,03,458</b>	1,31,90,36,706
<b>Current liabilities</b>		
(a) Short-term borrowings	5 <b>5,58,627</b>	5,38,68,210
(b) Trade payables	6 <b>17,10,369</b>	39,92,855
(c) Other current liabilities	7 <b>1,29,87,800</b>	1,38,09,642
(d) Short-term provisions	8 -	10,40,591
	<b>1,02,02,01,430</b>	<b>1,54,73,77,223</b>
<b><u>ASSETS</u></b>		
<b>Non Current Assets</b>		
(a) Property, plant and equipments		
(i) Tangible assets	9 <b>3,00,486</b>	5,17,330
(b) Non-current investments	10 <b>81,63,00,000</b>	5,82,85,190
(c) Deferred tax assets (net)	11 <b>1,38,853</b>	1,53,341
(d) Long term loans and advances	12 <b>7,88,15,763</b>	1,32,88,65,078.00
(e) Other non-current assets	13 <b>10,92,50,747</b>	10,92,50,747
<b>Current Assets</b>		
(a) Inventories	14 <b>70,79,348</b>	56,54,035
(b) Trade receivables	15 -	-
(c) Cash and cash equivalents	16 <b>82,289</b>	20,181
(d) Short-term loans and advances	17 <b>82,33,944</b>	4,46,31,321
(e) Other Current Asset	-	-
	<b>1,02,02,01,430</b>	<b>1,54,73,77,223</b>
<b>Significant Accounting Policies</b>	1 (0)	(0)

See accompanying notes to the financial statements

As per our report of even date attached

For **Prakash Mishra & Co**

Chartered Accountants

Firm Regn. No. 025280N

**Prakash Mishra**

Prop.

Membership No. 526249

Date : 29.05.2019

Place : New Delhi

For on behalf of the Board of Directors

**Blueblood Ventures Limited****Suresh Bohra**

Managing Director

DIN.- 00093343

**Neha Bansal**

Company Secretary

**Babita Bohra**

Director

DIN.- 01149417

**Suresh Bohra**

CFO

**Blueblood Ventures Limited**

C.I.N.: L70102DL2007PLC159680

Statement of Profit and loss for the year ended 31st March, 2019

Particulars	Note No.	For the year ended 31st March, 2019 Rs.	For the year ended 31st March, 2018 Rs.
<b><u>Income</u></b>			
Revenue from operations	18	57,64,550	59,67,70,959
Other income	19	16,83,081	13,94,521
<b>Total revenue</b>		<b>74,47,631</b>	<b>59,81,65,480</b>
<b><u>Expenses</u></b>			
Purchases of stock-in-trade	20	65,67,109	54,39,83,881
Changes in inventories	21	(14,25,313)	(16,22,102)
Employee benefits expense	22	23,99,174	41,38,404
Finance costs	23	4,22,840	3,30,44,911
Depreciation and amortisation expense	24	2,16,844	81,23,796
Other expenses	25	13,72,280	64,55,457
<b>Total expenses</b>		<b>95,52,934</b>	<b>59,41,24,347</b>
<b>Profit / (Loss) before tax</b>		<b>(21,05,303)</b>	40,41,133
<b>Tax expense:</b>			
(a) Current tax expense for current year		-	10,40,591
(b) Deferred tax		14,488	(17,447)
(c) Taxes for Earlier Years		-	-
		14,488	10,23,144
<b>Profit / (Loss) for the year</b>		<b>(21,19,791)</b>	30,17,990
<b>Earnings per share (of Rs. 10/- each):</b>			
Basic & Diluted EPS	26	-0.71	1.01
<b>Significant Accounting Policies</b>	1		
See accompanying notes to the financial statements			
As per our report of even date attached		For on behalf of the Board of Directors	
<b>For Prakash Mishra &amp; Co</b>		<b>Blueblood Ventures Limited</b>	
Chartered Accountants			
Firm Regn. No. 025280N			
<b>Prakash Mishra</b>		<b>Suresh Bohra</b>	<b>Babita Bohra</b>
Prop.		Managing Director	Director
		& CFO	
Membership No. 526249		DIN.- 00093343	DIN.- 01149417
Date :29.05.2019		<b>Neha Bansal</b>	
Place : New Delhi		(Company Secretary)	



**Blueblood Ventures Limited**  
**C.I.N.: L70102DL2007PLC159680**  
**Cash Flow Statement For The Year Ended 31 March,**  
**2019**

Particulars	For the Year ended 31st March, 2019 Rs.	For the Year ended 31st March, 2018 Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
I. Net Profit from P & L A/c	(21,05,303)	40,41,133
Adjustment for:		
a) Depreciation / Amortisation of fixed assets	2,16,844	81,23,796
b) Finance cost	4,22,840	3,30,44,911
c) Adjustment on account of demerger	(9,04,68,252)	-
d) Interest received	(1,06,890)	(13,92,461)
e) Dividend received	(7,470)	(2,060)
Operating Profit before working capital changes	(9,20,48,231)	4,38,15,320
II. Increase / Decrease in Working Capital		
a) Decrease / (Increase) in current assets and Loans and advances	3,49,72,064	1,46,90,25,901
b) (Decrease) / Increase in Liabilities	(5,74,54,502)	(20,91,17,572)
Cash Generated from operations	(11,45,30,669)	1,30,37,23,648
Income tax paid	-	(10,40,591)
NET CASH FROM OPERATING ACTIVITIES	(11,45,30,669)	1,30,26,83,057
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
a) Purchase of fixed assets	-	(1,80,729)
b) Sale of Investments	-	-
c) Interest received	1,06,890	13,92,461
d) Dividend received	7,470	2,060
e) Purchase of Investment	(75,80,14,810)	(4,00,000)
NET CASH FROM INVESTING ACTIVITIES	(75,79,00,450)	8,13,792
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
a) Proceeds from long term borrowings	(37,71,33,248)	17,16,46,357
b) Discount on issue of debentures	-	(11,70,54,372)
c) Finance cost	(4,22,840)	(3,30,44,911)
d) Share issue expenses	-	-
e) Long term loan and advances	1,25,00,49,315	(1,32,54,30,367)
NET CASH FROM FINANCING ACTIVITIES	87,24,93,227	(1,30,38,83,293)
<b>Total (A+B+C)</b>	<b>62,108</b>	<b>(3,86,443)</b>
a) Cash and Cash Equivalents at the beginning of the year	20,181	4,06,624



**Director's Report****Governance****Financial Statement****Notice**

b) Cash and Cash Equivalents at the end of the year	82,289	20,181
Net increase / (decrease) in cash and cash equivalents (b-a)	62,108	(3,86,443)
Cash and cash equivalents consists of:		
Cash on hand	68,718	7,718
Balances with Scheduled banks	13,571	12,463
<b>Total</b>	<b>82,289</b>	<b>20,181</b>

As per our report of even date attached

**For Prakash Mishra & Co**

Chartered Accountants

Firm Regn. No. 025280N

Prakash Mishra

Prop.

Membership No. 526249

**Date : 29.05.2019**

**Place : New Delhi**

For on behalf of the Board of Directors

**Blueblood Ventures Limited**

**Suresh Bohra**

**Managing Director  
& CFO**

**DIN.- 00093343**

**Babita Bohra**

**Director**

**DIN.- 01149417**

**Neha Bansal**

**(Company Secretary)**

**Note No. 1 Significant Accounting Policies****1.1 Basis of Preparation of Financial Statements**

The Financial Statement of the Blueblood Ventures Limited ("the Company") have been prepared to comply in all material aspects with the accounting standards notified by the companies (Accounting Standard) Rules, read with rule 7 to the companies (Accounts) Rules, 2014 in respect of section 133 to the Companies Act, 2013. The Financial statements are prepared under the historical cost convention, on an accrual basis of accounting. The accounting policies applied are consistent with those used in previous year.

**1.2. Accounting Estimates**

The preparation of the financial statements in conformity with generally accepted accounting principles, requires the management to make estimates and assumption that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the result of operation during the reported period. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

**1.3 Fixed Assets****Tangible Fixed Asset**

Fixed asset are stated at cost of acquisition including attributable interest and finance cost till date of acquisition/installation of the asset and improvement thereon less accumulated depreciation and impairment loss thereon.

**1.4 Depreciation**

Depreciation on fixed asset is provided to the extent of depreciable amount on Written Down Value (WDV) Method.

**1.5 Impairment**

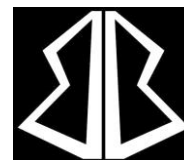
The carrying amount of assets are reviewed at each balancesheet date if there is any indication of impairment based on internal or external factors. An Impairment loss is recognised in the statement of profit and loss whenever the carrying amount of an asset or cash generating unit exceed its recoverable value. The Recoverable amount of the asset (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its Net selling price and its value in use. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

**1.6 Share Issue Expense**

Share issue expenses are charged off against available balance in the securities premium account.

**1.7 Investment**

Current investment are carried at lower of cost and quoted /fairvalue. Non Current Investment are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary.



### **1.8 Inventories**

#### **A) Shares or Securities**

- a. Inventories of shares are valued at market value and of commodities are valued at lower of cost or market value.
- b. Closing stock of share includes stock kept as margin/securities with Stock broker.

#### **B) Real Estate Project**

Inventories of real estate are valued at Cost which includes land (including development rights and land under agreements to purchase) acquisition cost, borrowing cost, estimated internal development costs and external development charges.

### **1.9 Borrowing costs**

Borrowing costs that are attributable to the acquisition and/or construction of qualifying assets are capitalised as part of the cost of such assets, in accordance with noticed Accounting Standard 16 "Borrowing Costs". A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption. All other borrowing costs are charged to the statement of profit and loss as incurred.

### **1.10 Taxation**

Tax expense for the year comprises current income tax and deferred tax. Current income tax is determined in respect of taxable income with deferred tax being determined as the tax effect of timing differences representing the difference between taxable income and accounting income that originate in one period, and are capable of reversal in one or more subsequent period(s). Such deferred tax is quantified using rates and laws enacted or substantively enacted as at the end of the financial year.

### **1.11 Revenue Recognition**

- a. Revenue on account of trading in securities is recognised on the basis of each trade executed at the stock exchange during the financial year.
- b. In respect of non delivery based transaction such as derivative, the profit or loss is accounted for or on marked to market basis on the closure of each trading day on daily basis.
- c. Dividend from investment is accounted for as income when the right to receive dividend is established.

### **1.12 Provision, Contingent Liabilities and Contingent Assets**

- a. Provision involving substantial degree of estimation in measurement are recognised when there is present obligation as result of past event and it is probable that there will be an outflow of resources.
- b. Contingent liabilities are not recognised but are disclosed in the notes to financial statements and notes thereto. Contingent assets are neither recognised nor disclosed in the financial statement.

**1.13 Earning Per Share**

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity share that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**1.14 Employee benefits****Short-term employee benefits**

All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

**Compensated absences**

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation annually or on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilised wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit.

**Retirement Benefits:**

No provision has been made for gratuity/leave encashment benefits on retirements in respect of the employees of the Company.

The Previous year figures have been regrouped/ reclassified where ever necessary to conform to the current year presentation

		<b>Amount in Rs.</b>	
<b>2</b>	<b>SHARE CAPITAL</b>		
	<b>Particulars</b>	<b>As at 31 March, 2019</b>	<b>As at 31 March, 2018</b>
	<b>(a) Authorised Share Capital</b>		
	<b>31,00,000 Equity shares of Rs.10/- each</b>		
	( Previous Year 31,00,000 Equity shares)	3,10,00,000.00	3,10,00,000.00
	<b>(b) Issued, Subscribed &amp; Paid up Share Capital</b>		
	<b>30,01,080 Equity shares of Rs.10/- each</b>		
	( Previous Year 30,01,080 Equity shares)	3,00,10,800.00	3,00,10,800.00


**Total**
**3,00,10,800.00**
**3,00,10,800.00**

2.1 The Reconciliation of number of share outstanding is set out below

Particulars	Opening Balance	Fresh issue	Bonus Issue	Closing Balance
Year ended 31st March, 2019				
- Number of shares		-	-	30,01,080
	30,01,080			
- Amount (Rs.)		-	-	3,00,10,800
	3,00,10,800			
Year ended 31 March, 2018				
- Number of shares		-	-	30,01,080
	30,01,080			
- Amount (Rs.)		-	-	3,00,10,800
	3,00,10,800.00			

2.2 **Terms/rights attached to Equity Shares Capital**

The company has only one class of equity shares having par value of `10 per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.3 Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2019		As at 31 March, 2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<u>Equity shares with voting rights</u>				
Suresh Bohra	6,07,770	20.25%	6,07,770	20.25%
Rohit Bohra	-	-	-	-
Dandy Developers Pvt. Ltd.	1,50,900	5.03%	1,50,900	5.03%
Bohra Industrial Resources Private Limited	-	-	-	-
Babson's HUF	1,95,000	6.50%	1,95,000	6.50%
SJM Investments (Delhi) Pvt. Ltd.	3,09,000	10.30%	3,09,000	10.30%
Babita Bohra	-	-	-	-
Suresh Bohra ( Beta Stock Broker)	-	-	-	-
<b>TOTAL</b>	<b>30,01,080</b>	<b>42%</b>	<b>30,01,080</b>	<b>42%</b>



<b>3</b>	<b>RESERVE &amp; SURPLUS</b>		
3.1	Securities Premium Account		
	As per Last Balance Sheet	11,75,38,614	11,75,38,614
	Add : On issue of shares	-	-
		11,75,38,614	11,75,38,614
	Less : Demerger	9,04,68,252	-
	<b>TOTAL</b>	<b>2,70,70,362</b>	<b>11,75,38,614</b>
<b>3.2</b>	<b>Surplus</b>		
	As per Last Balance Sheet	80,79,806	50,61,816
	Add: Net Profit / (loss) for the current year	-21,19,791	30,17,990
		59,60,015	80,79,806
	<b>Total</b>	<b>3,30,30,377</b>	<b>12,56,18,420</b>
<b>4</b>	<b>LONG TERM BORROWINGS</b>		
i	Term Loan		
	From Bank		
	Secured*	-	-
	Unsecured, but considered good	19,03,458	35,58,900.00
ii	Other Loans & Advances		
	Unsecured	-	37,54,77,806
iii	Debentures		
	0% redeemable optionally convertible debentures*	94,00,00,000	94,00,00,000
	<b>Total</b>	<b>94,19,03,458</b>	<b>1,31,90,36,706</b>
*	Term Loan from Banks		
<b>5</b>	<b>SHORT TERM BORROWINGS</b>		
i)	Book overdraft	5,58,627	7,80,710
	- Unsecured, considered good		
ii)	Loan and advances from others		
	Unsecured, but considered good	-	5,30,87,500
	<b>Total</b>	<b>5,58,627</b>	<b>5,38,68,210</b>
<b>6</b>	<b>TRADE PAYABLE</b>		
	MSME	-	-
	Other Than MSME	17,10,369	39,92,855



	<b>Total</b>	<b>17,10,369</b>	<b>39,92,855</b>
<b>7</b>	<b>OTHER CURRENT LIABILITIES</b>		
	Current Maturities of Long Term Debt	12,635	1,68,897
	Other payable		
	- Taxes Payable	97,28,746	96,55,988
	- Director Remuneration Payable	-	7,43,007
	- Audit Fee Payable	90,000	45,000
	- Other Liabilities	31,56,419	31,96,750
	<b>Total</b>	<b>1,29,87,800</b>	<b>1,38,09,642</b>
<b>8</b>	<b>SHORT TERM PROVISION</b>		
	Others		
	- Provision for Tax	-	10,40,591
	<b>Total</b>	-	<b>10,40,591</b>
<b>10</b>	<b>NON CURRENT INVESTMENT</b>		
	Investment in unquoted Shares	47,00,000	5,82,85,190
	Investment in Zero coupon Bonds	81,16,00,000	-
	<b>Total</b>	<b>81,63,00,000</b>	<b>5,82,85,190</b>
<b>11</b>	<b>DEFERRED TAX ASSET</b>		
	Opening Balance of DTA/(DTL)	1,53,341	1,35,894
	<u>Add: Tax effect of items constituting deferred tax assets</u>		-
	On difference between book balance and tax balance of fixed assets	-14,488	17,447
	<b>Total</b>	<b>1,38,853</b>	<b>1,53,341</b>
<b>12</b>	<b>LONG TERM LOAN AND ADVANCES</b>		
	loan and advances		
	Unsecured but considered good	7,78,06,200	1,32,54,30,367
	Balance with Tax Authorities	9,84,563	34,09,711
	Security Deposit	25,000	25,000
	<b>Total</b>	<b>7,88,15,763</b>	<b>1,32,88,65,078</b>
<b>13</b>	<b>OTHER NON-CURRENT ASSETS</b>		
	Discount on issue of debentures	10,92,50,747	11,70,54,372
	Less; W/off during the year	-	78,03,625
	<b>Total</b>	<b>10,92,50,747</b>	<b>10,92,50,747</b>



#### 14 INVENTORIES

Stock In Trade		
- Shares & Securities	70,79,348	56,54,035
<b>Total</b>	<b>70,79,348</b>	<b>56,54,035</b>

#### 15 TRADE RECEIVABLES

Exceeding Six Month from the due date	-	-
Others	-	-
<b>Total</b>		

#### 16 CASH AND CASH EQUIVALENTS

Cash on Hand	68,718	7,718
Balances with Bank	13,571	12,463
<b>Total</b>	<b>82,289</b>	<b>20,181</b>

#### 17 SHORT TERM LOANS AND ADVANCES

Staff Advance	-	-
Other Loans & Advances		
- Prepaid expenses	3,592	8,250
- Unsecured and Considered Goods	82,30,352	4,46,23,071
<b>Total</b>	<b>82,33,944</b>	<b>4,46,31,321</b>

9. Property, plant and equipments					
Particulars	Computers	Furniture	Office Equipment	Motor Car	Total
Original cost as on 01.04.2018	2,93,039	84,713	2,14,100	15,21,000	21,12,852
Additions	-	-	-	-	-
Adjustments During the Year	-	-	-	-	-
Deductions/Retirement during the year	-	-	-	-	-
					-
<b>As at 31st March 2019</b>	2,93,039	84,713	2,14,100	15,21,000	21,12,852
Depreciation & Amortisation					
<b>As at April 1.2018</b>	1,97,607	68,392	1,12,142	12,17,381	15,95,523
For the Period	55,686	5,098	45,387	1,10,673	2,16,844
Deductions/Adjustments during the year	-	-	-		-





<b>As at 31st March 2019</b>	2,53,293	73,490	1,57,529	13,28,054	18,12,367	
Net Book Value						
<b>as at March 31,2019</b>	39,746	11,223	56,571	1,92,946	3,00,486	
<b>as at March 31,2018</b>	95,432	16,321	1,01,958	3,03,619	5,17,330	

## 18 REVENUE FROM OPERATION

### 18.1 Sale of Products

Sale of Shares, Securities & Commodities	54,87,625	34,57,181
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### 18.2 Income From Services

Management Or Business Consultancy	84,040	2,28,47,826
Sale of duty credit scrips	-	57,04,13,259

### 18.3 Other Operating Revenue

Gain from Future and Option Trading	1,92,886	52,693
-------------------------------------	----------	--------

#### Total

**57,64,550**
**59,67,70,959**

## 19 OTHER INCOME

Dividend Received	7,470	2,060
Interest Income	1,06,890	13,92,461
Commission Income	13,80,000	-
Sundry Balances w/off	1,88,721	-
<b>Total</b>	<b>16,83,081</b>	<b>13,94,521</b>

## 20 PURCHASE OF STOCK IN TRADE

Shares & Securities	65,67,109	39,84,974
Purchase of duty credit scrips	-	53,74,98,907
Purchase of licence	-	25,00,000
	<b>65,67,109</b>	<b>54,39,83,881</b>

## 21 CHANGE IN INVENTORIES OF STOCK IN TRADE

Inventories at the end of the year



Stock in Trade

70,79,348

56,54,035

**Inventories at the beginning of the year**

Stock in Trade

56,54,035

40,31,933

**TOTAL****-14,25,313****-16,22,102****22 EMPLOYEE COST**

Salaries and Wages

23,31,990

40,40,113

Staff Welfare

67,184

98,291

**Total****23,99,174****41,38,404****23 FINANCE COST**

Interest Expense

4,22,840

3,30,44,911

**Total****4,22,840****3,30,44,911****24 Depreciation and Amortisation**

Depreciation of tangible assets

2,16,844

3,20,171

Discount on issue of debentures w/off

-

78,03,625

**Total****2,16,844****81,23,796****25 OTHER EXPENSES**

Payment to Auditor

50,000

50,000

Business Promotion

5,81,058

5,31,253

Electricity Expenses

-

26,863

Insurance

29,187

63,682

Rent

-

4,32,000

Commission paid

-

16,45,000

Legal &amp; Professional Charges

1,20,200

22,13,350

Market Making fees

1,50,000

1,50,000

Membership and subscription

96,230

1,43,515

Fees &amp; Taxes

61,195

35,733

Miscellaneous Expenses

2,84,411

11,64,061

**Total****13,72,280****64,55,457****26 Earning Per Share**

Net Profit Attributable to Equity Shareholders

-21,19,791

30,17,990

Weighted average of shares

30,01,080

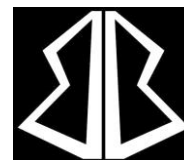
30,01,080

Earning per share-Basic and Diluted

-0.71

1.01

**28 Related Party (as per AS-18)****a) Name Of Parties**



## i) Key Management Personnel

## a. Directors

Mr Suresh Bohra - Managing Director

Mrs. Babita Bohra- Director

Mr. Pushpendra Surana - Director

Relatives

Mr Rohit Bohra - Son of Mr. Suresh Bohra

## b. Independent Directors

Mr. Nirbhaya Kishore Mishra

Mr. Manjeet Pugalia

Mr. Narsimha Kavadi

## c. Executive Officers

Mrs. Neha Bansal - CS &amp; Compliance officer

## ii) Other Enterprises over which person(S) referred to in above is able to exercise significant influence

Babson(HUF)

Dandy Developers Private Limited

SJM Investment (Delhi) Private Limited

Dill Developers Private Limited

Blackfox Advisors Private Limited

Beta Stock Brokers (Prop. Of Suresh Bohra)

Blackfox Financial India Private Limited

Crest Comtrade Private Limited

b)	Related Party Transaction			
S.No.	Particulars	Key Management Personnel	Relatives of Key Management Personnel	Enterprises over which person(S) referred to in above is able to exercise significant influence
a)	Remuneration Paid to KMP's	3,44,752	-	-
		(24,28,273)	-	-
b)	Sales of Shares (Inclusive of Brokerage Charged)	-	-	27,13,105
		-	-	(34,57,181)
c)	Purchase of Shares and others	-	-	37,18,050
		-	-	(63,88,974)
		-	-	
D)	Other Income	-	-	3,80,000
* The Figures appearing in brackets belongs to Previous years				

## c) Balance Outstanding

Party Name

Grouped under

Balance as at 31.03.2019

Balance as at 31.03.2018

## a) Key Managerial Personnel

**Director's Report****Governance****Financial Statement****Notice**

Mr Suresh Bohra - Managing Director

Other Current  
Liabilities

9419

-

443007

-

Mrs. Babita Bohra

Other Current  
Liabilities

300000

300000

-

**Enterprises with Substantial Control**

b)	Beta Stock Brokers (Prop. of Suresh Bohra)	Advance Against SFI		22,15,000
c)	Blackfox Financial Private Limited	Trade Payables	174316	-
d)	Bohra Industrial Resources Private Limited	Account Payable	25,08,000	25,08,000
e)	Dill Developers Private Limited	Account Payable		5,00,000
f)	Dandy Developers Private Limited	Account Receivable	3,75,000	3,75,000
g)	Devoted Construction Limited	Account Receivable	7858130	1325430367
h)	SJM Investments (Delhi) Pvt Ltd	Account Payable		21,00,000

**(In Rupees)****29 Expenditure in foreign currency (accrual basis)****31 March, 2019****31 March 2018**

Import of Material (CIF Basis)

Other Expenses

Travelling expenses

Total Expenses in foreign expenses

**(In Rupees)****30 Auditor's Remuneration****31 March, 2019****31 March 2018**

Audit Fees

50,000

50,000

**TOTAL****50,000****50,000****31 Due to Micro Enterprises and Small Enterprises:**

As at March 31, 2019 and March 31, 2018, there are no outstanding dues to micro and small enterprises. There are no interest due or outstanding on the same.

**32 Contingent liabilities and Commitments (to the extent not provided for):**

There is no contingent liability exist as on the balance sheet date.

- 33** a) Sundry Debtors, Sundry Creditors & advances are subject to confirmation by the respective parties. Necessary Adjustments in account will be made in the year in which discrepancy, if any, may be noticed.



b) Sundry Debtors, sundry creditors, loans & advances and other assets are, in the opinion of management stated at the amount realizable in the ordinary course of business and provision for all known and determined liabilities are adequate and not in excess of the amounts reasonably required.

c) Previous year figures have been regrouped and/or rearranged wherever necessary to make them comparable with current year's figures.

As per our report of even date  
attached

**For Prakash Mishra & Co**

Chartered Accountants

Firm Regn. No. 025280N

Prakash Mishra  
Prop.

Membership No. 526249

Date : 29.05.2019

Place : New Delhi

For on behalf of the Board of Directors

**Blueblood Ventures Limited**

Suresh Bohra  
Managing Director & CFO  
DIN.- 000093343

Neha Bansal  
Company Secretary

Babita Bohra  
Director  
DIN.- 01149417



## NOTICE

Notice is hereby given to all the members of the Blueblood Ventures Limited that the 12<sup>th</sup> Annual General Meeting of **the Company** will be held on Monday, the 30<sup>th</sup> day of September, 2019 at 11:30 A.M. at M-55, M Block Market, Top Floor, Greater Kailash-2 New Delhi- 110048 to transact the following business:

### Ordinary Business:

#### ITEM NO 1: ADOPTION OF ACCOUNTS

To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, the reports of the Board of Directors and Auditors thereon; and

#### ITEM NO 2: Re-appointment of Mrs. Babita Bohra

To appoint a Director in place of Mrs. Babita Bohra (DIN:01149417), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT**, pursuant to the provisions of the Section 152 of the Companies Act, 2013, Mrs. Babita Bohra (DIN:01149417), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### ITEM NO 3: Appointment of Statutory Auditors of the Company to fill casual vacancy:

To consider and approve the appointment of Statutory Auditors of the Company until the conclusion of the 12th Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s R Gopal & Associates, Chartered Accountants, New Delhi, with registration number 000846C be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Prakash Mishra & Associates Chartered Accountants, Delhi.

**"RESOLVED FURTHER THAT** M/s. R Gopal & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from 02<sup>nd</sup> September, 2019, until the conclusion of the 12th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

#### ITEM NO 4: Appointment of Statutory Auditors of the Company

To appoint Auditors of the Company and to fix their remuneration and if thought fit, to pass with or without modification, as Ordinary Resolution:



**“RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. , R Gopal & Associates, Chartered Accountants, Delhi [Firm Registration No: 000846C], be and are hereby appointed as the Statutory Auditor of the Company for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 17th Annual General Meeting from this Annual General Meeting, subject to the ratifications by the members at every Annual General Meeting of the said tenure, at such remuneration and out of pocket expenses, as maybe determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company, be and are hereby authorized to do such act, deeds and things and to file necessary e – forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”

**SPECIAL BUSINESS:**

**ITEM NO 5**

**RE-APPOINTMENT OF MANAGING DIRECTOR(MD) & CHIEF FINANCIAL OFFICER(CFO) OF THE COMPANY w.e.f30.09.2019.**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Mr. Suresh Bohra (DIN 00093343), as Managing Director and Chief Financial Officer(CFO)of the Company for a period of 5 years on the existing terms and conditions and specifically approved with powers to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner and within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof.

**“RESOLVED FURTHER THAT** notwithstanding to the above, in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Suresh Bohra as Managing Director of the Company, the remuneration payable to him shall be in accordance with the limits prescribed in Schedule V read with Sections 196 and 197 to the Companies Act, 2013 and subject to the approval of the Central Government / Members at the General Meeting, if required, as amended from time to time subject to the compliance of provisions thereof but in any event shall not exceed the remuneration payable as provided in the Agreement when the profits of the Company are adequate.”



**“RESOLVED FURTHER THAT** the Office of Managing Director shall be liable to retire by rotation pursuant to Section 152(6) of Companies Act, 2013 and Rules made thereunder and any subsequent amendment(s) and/or modification(s) in the Act, Rules and/or applicable laws in this regard and Article 141 of the Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** Mr. Suresh Bohra, Managing Director and CFO of the Company be and is hereby authorised, empowered and vested with the substantial powers of the Management of the Company for carrying out the affairs and activities of the Company subject to the superintendence, control and direction of the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

#### ITEM NO 6

##### **Regularisation of Appointment of Mr. Narsimha Kavadi as an Independent Non Executive Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mr. Narsimha Kavadi (DIN: 08145297), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from May 29, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

**RESOLVED FURTHER THAT** to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

##### **Registered Office:**

101,P-27, MALVIYA NAGAR,  
MAIN MARKET NEW DELHI-110017  
Email: [info@bluebloodventure.com](mailto:info@bluebloodventure.com)  
Website: [www.bluebloodventure.com](http://www.bluebloodventure.com)

Date: -04<sup>th</sup> September, 2019  
Place: - New Delhi

By order of the Board of Directors

For **Blueblood Ventures Limited**

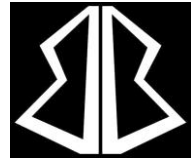
SD/-

**Suresh Bohra**  
**Managing Director**

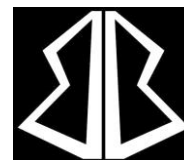


**NOTES:**

1. The Explanatory Statement, for item nos. 5, pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this notice. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, of persons seeking appointment / re-appointment as Directors under Item No. 2 of the Notice, are also annexed.
2. A Member of the company entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. A blank form of the proxy is enclosed. The instrument appointing the proxy should, however, be deposited at the registered office of the company duly completed not later than forty eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the company carrying voting rights. a member holding more than ten per cent 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.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 25th day of September, 2019 to Monday, 30th September, 2019(both days inclusive).
5. Members are requested:
  - i) to kindly notify the change of address, if any, to the Company/their Depository Participant.
  - ii) to bring their attendance slip along with their copy of the Annual Report in the Meeting.
  - ii) to deposit the duly completed attendance slip at the Meeting.
  - iii) Members may use the facility of Nomination. A Nomination Form will be supplied to them on request.
6. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays during business hours up to the date of the Annual General Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts or Arrangement in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. The copies of the Annual Reports will not be distributed at the Annual General Meeting (AGM). Members are requested to bring their copies to the meeting.
10. Shareholders are requested to intimate the change in their address, if any, quoting the folio number to the Company. Members are requested to register their e-mail address and changes therein with the Depositories/ Registrar and Share Transfer Agent.



11. Corporate Members are requested to send a duly certified copy of the board resolution authorizing their representative to attend and vote at the Annual General Meeting.
12. As a part of 'Green Initiative in Corporate Governance,' Ministry of Corporate Affairs (MCA) is allowing companies to send various documents to their shareholders electronically. Hence the Company will be sending all documents such as the Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc. and other communication to the members in electronic form at the email address provided by the members.
13. The route map of the venue of the meeting is given in the Notice.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")****Item no. 2**

Director, Mrs. Babita Bohra (DIN: 01149417), retires by rotation, and being eligible, seeks re-appointment. Kindly refer the report on Corporate Governance for information in respect of appointment of Mrs. Babita Bohra, pursuant to the Secretarial Standard on General Meetings.

Your Directors recommend the resolution for approval of members. Except Mrs. Babita Bohra to the extent of his shareholding, if any, in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed item no. 2.

**Item no. 3**

The Board of Directors at the Board Meeting held on 04<sup>th</sup> September, 2019 appointed M/s. R Gopal & Associates, Chartered Accountants, Delhi, with registration number 000846C to fill the casual vacancy caused due to resignation of M/s. Prakash Mishra & Associates Chartered Accountants, Delhi.

As per the provisions of Companies Act, 2013 read with rules made thereunder a casual vacancy caused due to resignation of Statutory Auditor needs to be approved by the members in a general meeting within three months. Accordingly, the Board of Directors have recommended the appointment of M/s. R Gopal & Associates, Chartered Accountants Delhi to the members of the company for their approval at the Annual General Meeting by way of passing an ordinary resolution to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Fifteenth Annual General Meeting.

M/s. R Gopal & Associates, Chartered Accountants, Delhi, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

Your Directors recommend the resolution for approval of members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed item no. 3 except to the extent of their shareholding.

The above information may be treated as part of Statement annexed under Section 102 of the Companies Act, 2013.

**ITEM NO 5:**

Mr. Suresh Bohra is the main promoter of the Blueblood Ventures Limited. Mr. Bohra has rich and extensive experience of more than 15 years. He is a Commerce graduate with a post graduation degree in management. He has been active in loan syndication, project financing, project appraisal, drafting of Prospectus and Letters of Offer, Equity placement, stress asset management services, private Equity and venture capital syndication. He has an in-depth knowledge and strong understanding of various intricacies of Securities Market and Financial Services. It is through his exceptional leadership skills and outstanding commitment towards the company that Blueblood is able to achieve the position it is holding at present. His efforts have led to the diversification of the business of the Company from trading of securities and related activities to Real Estate. He is an Executive Director of the company.

None of the persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolutions financially or otherwise except the Director seeking appointment as Managing Director and CFO.

**ITEM NO 6****Regularisation of Appointment of Mr. Narsimha Kavadi as an Independent Non Executive Director:**

<b>1</b>	<b>NAME</b>	Mr. Narsimha Kavadi
<b>2</b>	<b>DATE OF BIRTH</b>	25.11.1963
<b>3</b>	<b>DATE OF APPOINTMENT</b>	29.05.2019
<b>4</b>	<b>Directorship held in other public companies (Excluding foreign companies and Section 8 Companies)</b>	DEVOTED CONSTRUCTION LIMITED
<b>5</b>	<b>Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)</b>	NIL
<b>6</b>	<b>Number of shares held in the company</b>	NIL
<b>7</b>	<b>Relationship between Directors inter-se</b>	There is no relationship with other Directors on the Board.

**Registered Office:**

101,P-27, MALVIYA NAGAR,  
 MAIN MARKET NEW DELHI-110017  
 Email: [info@bluebloodventure.com](mailto:info@bluebloodventure.com)  
 Website: [www.bluebloodventure.com](http://www.bluebloodventure.com)

Date: -04<sup>th</sup> September, 2019

Place: - New Delhi

By order of the Board of Directors

For **Blueblood Ventures Limited**

**SD/-**

**Suresh Bohra**

**Managing Director**

**ATTENDANCE SLIP**

Please fill Attendance Slip and hand it over at the entrance of the venue.

DP-Id*		Folio No.	
Client-Id*		No. of shares	

Name and address of the Shareholder

---

Name and address of the Proxy holder

---

I/We hereby record my/our presence at the 12<sup>TH</sup> Annual General Meeting of the Company held on Monday, the 30<sup>TH</sup> day of September, 2019 at 11:30 A. M. at the Corporate Office of the company at Room No M-55 M Block Market, Top Floor, Greater Kailash-2, New Delhi-110048

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Signature of Shareholder

---

Signature of Proxyholder

\*Applicable for investors holding shares in electronic form.

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), Rules, 2014]

Name of the Member's:

Registered Address:

Email-Id:

Folio No.:

DP-ID/Client-ID\*:

\*Applicable for shareholders holding shares in electronic form.

I/We, being the member(s) holding \_\_\_\_\_ shares of Blueblood Ventures Limited, of Re. 10/- each hereby appoint

(1)Name: \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

(2)Name: \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

(3)Name: \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

and whose signature(s) are appended in Proxy Form as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12<sup>TH</sup> Annual General Meeting of the Company, to be held on Monday, the 30<sup>TH</sup> day of September, 2019 at 11:30 A. M. at M-55 M Block Market, Top Floor, Greater Kailash-2, New Delhi-110048 and at any adjournment thereof in respect of such resolutions as are indicated overleaf :

I wish my above Proxy to vote in the manner as indicated in the Box below:

S.No.	Resolutions	For	Against
1.	Consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019, the reports of the Board of Directors and Auditors thereon; and		
2.	Re-Appointment of Mrs. Babita Bohra (DIN: 01179041), who retires by rotation.		
3.	Appointment of Statutory Auditors of the Company to fill casual vacancy		



4.	Appointment of Statutory Auditors of the Company		
5.	Re-appointment of Mr. Suresh Bohra as Managing Director and CFO of the Company		
6.	Regularisation of Mr. Narsimha Kavadi as an Independent Non Executive Director		

Signed this.....day of.....2019

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of first Proxy holder

\_\_\_\_\_  
Signature of second Proxy holder

\_\_\_\_\_  
Signature of third Proxy holder

#### Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

2. A Proxy need not be a member of the Company.

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.

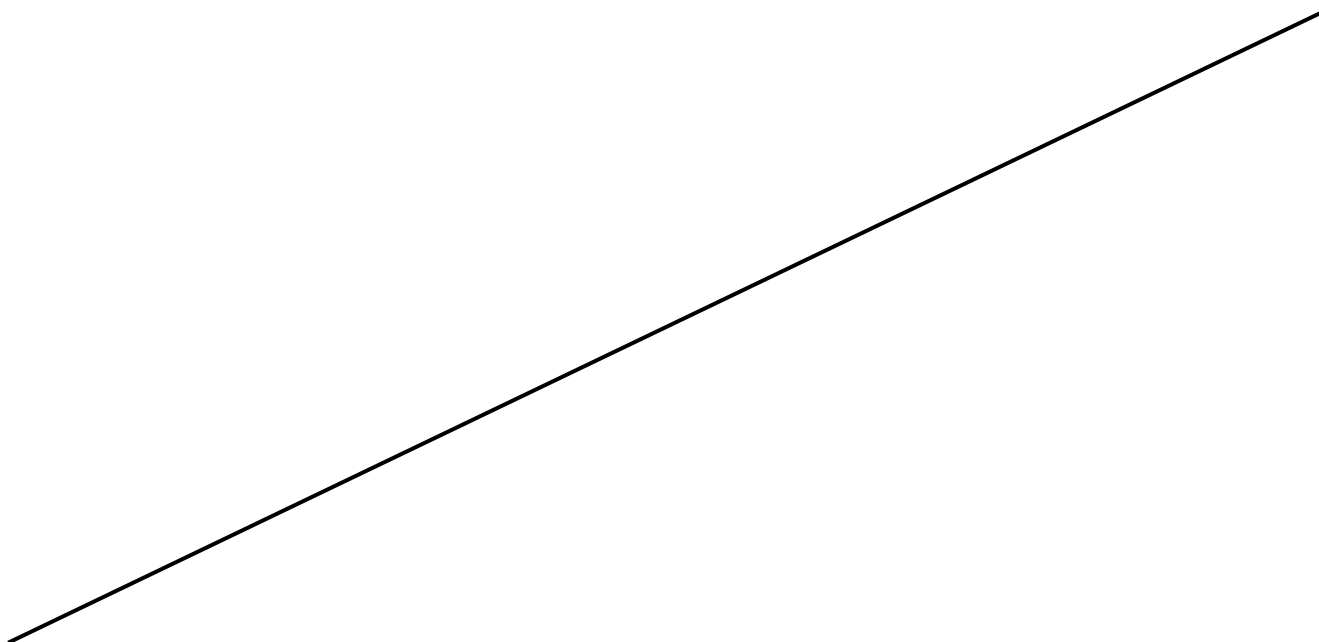
\*4. This is only optional. Please put a 'X' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

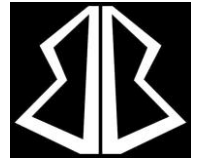
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all joint holders should be stated

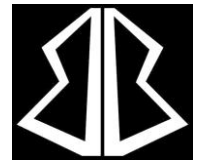


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## MAP TO REACH VENUE FOR AGM OF BLUEBLOOD VENTURES LIMITED

