

Date: 21.09.2018

To,

**SH. RAM PAL SHARMA**  
H. NO. 3432/A, GF, BLOCK II,  
MOLAR BAND EXTN., BADARPUR,  
NEW DELHI-110044

Dear Sir,

**REF: YOUR APPOINTMENT AS INDEPENDENT DIRECTOR OF BLB LIMITED**

We are pleased to inform you that in the Board Meeting of the Company held on 20<sup>th</sup> September, 2018, Board of Directors have approved your appointment as a Additional Non Executive Independent Director of the Company with immediate effect for a period of five consecutive years and your office shall not be liable to retire by rotation.

This letter of appointment sets out the terms & conditions covering your appointment, which are as follows:

**1. APPOINTMENT**

Subject to the provisions Section 149 and 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 as amended from time to time, the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules') and schedule IV of the Act, You have been appointed as a Non-Executive Independent Director on the Board of Directors of BLB Limited.

The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. The Company is at liberty to disengage Non Executive Independent Director earlier subject to compliance of relevant provisions of Companies Act, 2013.

**2. TERMS OF APPOINTMENT**

1.1 Your appointment as an Independent Director on the Board of Directors of the company shall be w.e.f. 20.09.2018 for a period of five consecutive years.



**BLB Limited**

CIN : L67120HR1981PLC051078  
Corporate Member : NSE & BSE

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

- 1.2 The term "Independent Director" shall be construed as defined under the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) 2015.
- 1.3 Your appointment is subject to the provisions of the Companies Act, 2013 and the Articles of Association of the Company and other applicable laws.
- 1.4 You shall ensure that in case any situation arises as to which you may lose your Independence, you will immediately inform the Board of Directors accordingly.
- 1.5 Your appointment as such is not as an employee of the company and hence, this letter shall not be construed as an employment contract.

### **3. APPOINTMENT ON COMMITTEES OF BOARD OF DIRECTORS**

As per the Board's current Assessment, you will not be the member of any Committees constituted by Company.

### **4. ROLES, DUTIES AND RESPONSIBILITIES**

As a Non-Executive Director you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance. The Board meets at least four times in a year. The Audit Committee also meets at least four times in a year. Besides, there are other Committee meetings like Nomination and Remuneration Committee, Stakeholders' Relationship Committee and such other Committee, as may be constituted from time to time.. You will be expected to attend Board, Board Committees to which you may be appointed as member and Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

### **5. ROLES, DUTIES AND RESPONSIBILITIES**

As a member of the board, your role, duties and responsibilities will be those normally required from a Non Executive Independent Director under the Companies Act, 2013 and Articles of Association of the Company as amended from time to time.

### **6. DIRECTOR LIABILITY INSURANCE**

The company intends to take an appropriate Directors and Officers Liability Insurance Policy. It is intended to maintain such insurance cover for the term of your appointment.



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## **7. REMUNERATION**

You will be entitled to receive remuneration by way of sitting fees for attending meetings of the board and its committees for such amounts as may be determined by the board from time to time subject to maximum permissible limits of sitting fees that may be paid under the Companies Act, 2013.

## **8. REIMBURSEMENT OF EXPENSES**

The Company shall pay or reimburse to you such fair and reasonable expenditure as may have been incurred by you while performing your role as an Independent Director of the company. This could include reimbursement of expenditure incurred by you for attending Board/ Committee Meetings, Annual General Meetings, Extraordinary General Meetings or such other meetings.

## **9. CONFLICT OF INTEREST**

By accepting this appointment you will be deemed to have confirmed that any other position you hold including your directorship in other organizations, shall not give rise to any conflict of interest in relation to your appointment as an Independent Director of the company. In case you become aware of any conflict or potential conflict during your appointment, you are expected to notify the company.

## **10. DISCLOSURES**

During the term of your appointment, you are required to submit all disclosures/ confirmations, declarations as may be required under Companies Act, 2013 and other applicable laws and regulations.

## **11. CONFIDENTIALITY OF INFORMATION**

All information acquired during your appointment is confidential to the Company and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law and any regulatory body except prior clearance from the Chairman.

## **12. PERFORMANCE EVALUATION**

Performance evaluation shall be done as per the requirements of Companies Act, 2013.

## **13. CESSATION**

13.1 Your directorship on the board of the company shall cease in accordance with law.



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13.2 You may resign from your position of Independent Director at any time by giving a reasonable written notice to the Board of Directors.

#### 14. APPLICABLE LAW

This letter of appointment shall be governed by the Laws of India and your engagement shall be subject to the jurisdiction of Indian Courts.

Kindly confirm your acceptance by signing, dating and returning a copy of this letter to the company.

For BLB LIMITED

A handwritten signature in blue ink, appearing to read 'Vikram Rathi', is written over a circular blue stamp. The stamp contains the text 'BLB LIMITED' at the top, 'NEW DELHI' at the bottom, and a small star in the center.

**(VIKRAM RATHI)**  
**EXECUTIVE DIRECTOR**

I have read and agree to the above term regarding my appointment as an independent director. I hereby affirm my acceptance to the same.

A handwritten signature in blue ink, appearing to read 'Ram Pal Sharma', is written in a cursive style.

**Signature:**  
**(RAM PAL SHARMA)**

Date: 21.09.2018

Place: New Delhi

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