

CORPORATE GOVERNANCE REPORT

1. Name of the listed entity : **BLB Limited**
 2. Quarter ended : **31st March, 2016**

Annexure-I

| I. Composition of Board of Directors | | | | | | | | |
|--------------------------------------|----------------------|------------------------|---|---|----------------------|--|--|--|
| Title (Mr./Mrs.) | Name of the Director | PAN [§] & DIN | Category (Chairperson/ Executive/ Non - Executive/ Independent/ Nominee) [§] | Date of Appointment in current term / cessation | Tenure * | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | No of membership in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Brij Rattan Bagri | AFQPB7963N 00007441 | Chairperson/ Non Executive Director | 04.12.1981 | NA | 1 | 1 | NA |
| Mr. | Vikram Rathi | AACPR3071Q 00007325 | Executive Director | 28.01.1994 | NA | 1 | 1 | NA |
| Mr. | Keshav Chand Jain | AAGPJ0016K 00007539 | Non Executive Director | 04.12.1981 | NA | 1 | NIL | NA |
| Mr. | Rajesh Kumar Damani | AAEPD6379H 01405935 | Independent Director | 31.08.2009 | 6 years and 7 months | 1 | 2 | 2 |
| Mr. | Manas Jain | AGZPJ3621P 02785654 | Independent Director | 04.03.2011 | 5 years and 1 months | 1 | 2 | NA |
| Mrs. | Dhwani Jain | APRPJ0449L 06985038 | Independent Director | 20.10.2014 | 1 year and 5 months | 1 | NIL | NA |

[§]PAN number of any director would not be displayed on the website of Stock Exchange.

[§]Category of directors means Executive/ Non Executive/ Independent/ Nominee. If a director fits into more than one category write all categories separating them with hyphen.

*to be filled only for independent director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

| II. Composition of Committee | | | |
|------------------------------|---|---------------------------|--|
| | Name of Committee | Name of Committee Members | Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee) [§] |
| 1. | Audit Committee | Mr. Rajesh Kumar Damani | Independent Director/ Chairperson of the Committee |
| | | Mr. Brij Rattan Bagri | Non - Executive Director |
| | | Mr. Manas Jain | Independent Director |
| 2. | Nomination and Remuneration Committee | Mr. Rajesh Kumar Damani | Independent Director/ Chairperson of the Committee |
| | | Mr. Keshav Chand Jain | Non Executive Director |
| | | Mr. Manas Jain | Independent Director |
| 3. | Risk Management Committee (if applicable) | NA | NA |
| 4. | Stakeholder Relationship Committee | Mr. Rajesh Kumar Damani | Chairperson of the Committee/ Independent Director |
| | | Mr. Vikram Rathi | Executive Director |
| | | Mr. Manas Jain | Independent Director |

[§]Category of directors means Executive/ Non Executive/ Independent/ Nominee. If a director fits into more than one category write all categories separating them with hyphen.

| III. Meeting of Board of Directors | | |
|---|---|--|
| Date(s) of Board meeting (if any) in the previous quarter | Date(s) of Board meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
| 07.11.2015 | 12.02.2016 | 96 days (between 07.11.2015 to 12.02.2016) |

BLB Limited

CIN : L67120HR1981PLC051078

Corporate Member : NSE, BSE & MCX-SX

Corporate Office : 3rd Floor, ECE House, Annexe-II, 28A, Kasturba Gandhi Marg, New Delhi - 110 001 Tel : 011-49325600. Fax : 011-49325637

Registered Office : Plot No. 1328, Sector-28, Near HUDA Market, Faridabad - 121 002, Haryana

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



| IV. Meeting of Committees | | | |
|---|---|---|--|
| Date(s) of the meeting of the Committee in the relevant quarter | Whether requirement of quorum met (details) | Date(s) of meeting of the Committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| a. Audit Committee | | | |
| 12.02.2016 | Yes, All the members of the committee were present | 07.11.2015 and 30.12.2015 | 43days (between 30.12.2015 to 12.02.2016) |
| b. Stakeholders Relationship Committee | | | |
| 15.01.2016 and 26.03.2016 | Yes, The required quorum was present in the meeting. | 17.10.2015, 25.11.2015 and 31.12.2015 | 14 days (between 31.12.2015 to 15.01.2016) 70 days (between 15.01.2016 to 26.03.2016) |
| c. Nomination and Remuneration Committee | | | |
| Nil | NA | 07/11/2015 | NA |

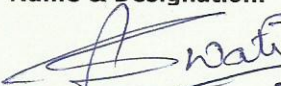
*this information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

| V. Related Party Transactions | |
|--|--|
| Subject | Compliance status (Yes / No/ NA) refer note below |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholders approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been received by Audit Committee | Yes |

- In the column "Compliance Status", compliance or non compliance may be indicated by Yes / No / NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the word "NA" may be indicated.
- If status is "No" details of non - compliance may be given here

| VI. Affirmations | |
|------------------|--|
| 1. | The composition of Board of Directors is in term of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| 2. | The composition of the following committees is in term of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| | a. Audit Committee |
| | b. Nomination and Remuneration Committee |
| | c. Stakeholders Relationship Committee |
| | d. Risk Management Committee (applicable to top 100 listed entities) |
| 3. | The committee members have been made aware of their power, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. |
| 4. | The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| 5. | This report and / or report submitted in the previous quarter has been placed before the Board of Directors. Any comments/ observations / advice of Board of Directors may be mentioned here: Nil |

Name & Designation:


(SWATI SHARMA)
COMPANY SECRETARY

Dated: 13.04.2016



Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

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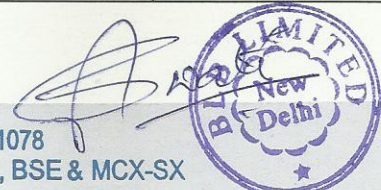
Website : www.blblimited.com, Email : info@blblimited.com

**Format to be submitted by listed entity at the end of the financial year
(for the whole of the financial year)**

| I. Disclosure on website in terms of Listing Regulations | | |
|---|--|--|
| ITEM | COMPLIANCE STATUS (Yes / No/ NA) refer note below | |
| Details of business | Yes | |
| Terms and conditions of appointment of independent directors | Yes | |
| Composition of various committees of Board of Directors | Yes | |
| Code of Conduct of Board of Directors and senior management personnel | Yes | |
| Details of establishment of Vigil Mechanism / Whistle Blower Policy | Yes | |
| Criteria for making payments to non-executive directors | NA | |
| Policy on dealing with related party transactions | Yes | |
| Policy for determining 'material' subsidiaries | Yes | |
| Details of familiarization programmes imparted to independent directors | Yes | |
| Contact information of the designated officials of listed entity who are responsible for assisting and handling investor grievances | Yes | |
| Email address for grievance redressal and other relevant details | Yes | |
| Financial results | Yes | |
| Shareholding pattern | Yes | |
| Details of agreements entered into with the media companies and / or their associates | NA | |
| New name and the old name of the listed entity | Yes | |
| II. Annual Affirmations | | |
| Particulars | Regulation Number | COMPLIANCE STATUS (Yes / No/ NA) refer note below |
| Independent director(s) have been appointed in term of specified criteria of 'independence' and / or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| Board Composition | 17(1) | Yes |
| Meeting of Board of Directors | 17(2) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession of appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fee/ compensation | 17(6) | NA |
| Minimum information | 17(7) | Yes |

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| | | |
|---|----------------------------|-----|
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment and Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of Nomination and Remuneration Committee | 19(1) & (2) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes |
| Composition and role of risk management committee | 21(1), (2), (3), (4) | NA |
| Vigil Mechanism | 22 | Yes |
| Policy for Related Party Transaction | 23(1), (5), (6), (7) & (8) | Yes |
| Prior or omnibus approval of Audit Committee for all related parties transactions | 23(2), (3) | Yes |
| Approval for material related party transaction | 23(4) | NA |
| Composition of Board of Director of unlisted material subsidiary | 24(1) | Yes |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2), (3), (4), (5) & (6) | Yes |
| Maximum directorship & tenure | 25(1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Membership in committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from the members of the Board of Directors and Senior Managerial | 26(3) | Yes |
| Disclosure of shareholding by Non Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of Directors and Senior Management | 26(2) & 26(5) | Yes |

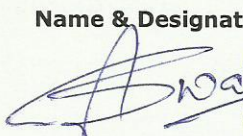
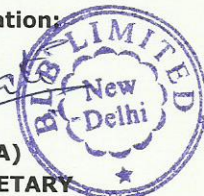
Note

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2. If status is "No" details of non - compliance may be given here
3. If the listed entity would like to provide any other information the same may be indicated here

III. Affirmations:

The listed entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of the Listed Entity have been complied.

Name & Designation:



(SWATI SHARMA)
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