

ON THE LETTERHEAD OF B.L. AGRO INDUSTRIES LIMITED

Date:

To,

Shri.....

(Name)

Address:-.....

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Dear Sir/Ma'am,

Subject: Appointment as an Independent Director under the Companies Act, 2013

We are pleased to inform you that the shareholders of the Company at the Extra/Annual Ordinary General Meeting held on have passed the resolution of your appointment as an Independent Director of the Company pursuant to the Companies Act, 2013.

As per the requirement of the Companies Act, 2013 the above is being formalized through this Letter of Appointment. Please note that this is a contract for Service and is not a contract of employment.

1. Appointment:

Your appointment for the time being is up to the consecutive term ofyears up to This tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable regulations.

2.Scope:

You are expected to provide your expertise inter alia in the fields of Management, Administration, strategic Planning, Sales, Marketing and Corporate Governance in the functioning of the Board and the committees of the Board you may be nominated. In addition to routine Board meetings you should allow time for committee meeting preparatory work and travel and ensure that you are in a position to make the necessary overall commitment.

You may be nominated on one or more committees of the Board and in such event you will be provided the relevant committee's terms of reference and any specific responsibilities.

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3. Duties and Liabilities:

The Duties and Liabilities that come with your appointment would be as per the applicable laws, policies and the Articles of Association of the Company.

The laws that currently govern the duties and Liabilities of an Independent director are the Companies Act, 2013(including the Rules thereunder) some of which are outlined below:

You will follow the 'Code for Independent Director' as per Schedule IV of the Companies act, 2013 and Company's "Business Code of Conduct & Ethics".

You are required to make disclosure of your interest as per the requirement of Section 184 and of disqualification under Section 164 of the Companies Act, 2013.

In case you desire, the Company would provide support to help you familiarize yourself with the relevant duties and obligations.

4. Independence:

The Board of Directors of the Company inter alia has given due consideration to your declaration of being qualified as "Independent" in accordance with the provision of Companies Act, 2013. You are expected to continue to be qualified as "Independent" during the tenure and provide periodic declaration to the effect as required by regulations. You will be identified as "Independent Director" in the Annual Report and other official documents and publications of the Company. If circumstances change and you believe it may not be possible for you to retain your independence you should discuss this with the Chairman as soon as practicable.

5. Performance Appraisal:

Your performance evaluation shall be done by the board of Directors annually, without your participation. You will participate in reviewing the performance of non-independent Directors and the board as a whole, performance of the Chairman and other Independent Directors.

6. Code of Business Conduct & Ethics:

You will follow the Company's Code of business Conduct & Ethics and furnish an

annual affirmation of the same. You will apply the highest standards of confidentiality and not disclose material information of the Company to any person or Company (whether during the course of the tenure as Independent Director or at any time after its cessation) any confidential information concerning the Company and any group

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Companies with which you come into contact by virtue of your position as a Director, except as permitted by law or with prior clearance from the Chairman or Company Secretary.

7. Sitting Fee:

You will be entitled to sitting fees in accordance with criteria as approved by the Board of Directors and in accordance with the Provision of Companies Act, 2013 and Rules and regulation made thereunder, on the recommendation by the Nomination and Remuneration Committee within the overall limits approved by the shareholders and applicable legal provisions. You will also be entitled to sitting fee, payable for attending the meetings of the Board or Committee thereof either personally or through video conference or other audio visual means or for any other purpose whatsoever as may be decided by the Board of Directors. The sitting fees payable shall be subject to applicable tax deduction at source.

8.Changes in Personal Details:

During the terms you shall promptly intimate the Company Secretary and Registrar of Companies in the prescribed manner of any change in address or other contact or personal details provided to the Company.

9.Termination:

Your Directorship on the Board of Director of the Company shall terminate or cease in accordance with law. Apart from the grounds of termination as specified in Companies Act, 2013 your Directorship may be terminated for violation of any provision of Company's Code of Conduct as applicable to independent Director.

You may resign from Directorship of the Company by giving a one month's notice in writing to the Company stating the reason for resignation and also to registrar of Companies (ROC). The resignation shall take effect from the date on which the notice is received by the Company or the Company or the date, if any, specified by you in the notice whichever is later.

If at any stage during the term there is any change that may affect your status as an Independent Director as envisaged in Section 149(6) of the Companies Act, 2013, you agree to promptly submit your resignation to the Company with effect from the date of such change.

10.General:

All the terms as mentioned above including your appointment, Sitting fee, professional

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conduct, role and functions, duties and evaluation shall be governed by the Companies Act, 2013 and rules and regulation made thereunder and as amended from time to time.

This letter and any non-contractual obligation arising out of and in connection with this Letter are governed by and shall be construed in accordance with the Laws of India and subject to the exclusive jurisdiction of the Court of India.

Yours Sincerely

For,

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Name of Director

DIN:

I hereby acknowledge the receipt of and accept the terms set out in this letter.

Signed:

(DIN:)

Dated: