

May 16, 2023

National Stock Exchange of India Ltd., Exchange Plaza, C-1 Block G, Bandra Kurla Complex Bandra [E], Mumbai – 400051	BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001	Metropolitan Stock Exchange of India Ltd., Vibgyor Towers, 4 th Floor, Plot No. C62, G - Block, Opp. Trident Hotel, Bandra Kurla, Complex, Bandra (E), Mumbai – 400098
NSE Scrip Symbol: BLS	BSE Scrip Code: 540073	MSE Scrip Symbol: BLS

Subject: **Submission of Annual Secretarial Compliance Report for the year ended 31st March 2023.**

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Secretarial Compliance Report for the year ended 31st March 2023 issued by M/s. D. K. Chawla & Co., Practicing Company Secretaries. You are requested to take the same on your records.

For **BLS International Services Limited**

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Dharak A. Mehta
Company Secretary and Compliance Officer
ICSI Membership No.: ACS40502

Encl: as above

D.K. Chawla & Co.
(Company Secretaries)

Head off.: H-2/1 Krishna Nagar, Delhi-51
Branch Off.No.-84, F.F, Amrit Plaza
Complex, Surya Nagar, Ghaziabad
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To
The Board of Directors
BLS International Services Limited
912, Indraprakash Building 21
Barakhamba Road, New Delhi-110001

Reg: Annual Secretarial Compliance Report for the Financial Year 2022-23

Sir

I have been engaged by **BLS International Services Limited** (hereinafter referred to as "the Company") whose equity shares are listed on National Stock Exchange of India Limited (NSE), Bombay Stock Exchange of India Limited (BSE) and Metropolitan Stock Exchange of India Limited (MSE) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose, Annual Secretarial Compliance Report is enclosed.

For D.K. Chawla & Co.
(Company Secretaries)

(CS Dasvinder Kaur)

M. No.: 33095

COP: 15232

Date: 15th May, 2023

Place: Delhi



D.K. Chawla & Co.

(Company Secretaries)

Head off: H-2/1 Krishna Nagar, Delhi-51

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Secretarial Compliance Report of BLS International Services Limited **for the year ended on 31st March, 2023**

I, CS Dasvinder Kaur (Practising Company Secretary), of M/s **D. K. Chawla & Co.** have examined:

- (a) all the documents and records made available to us and explanation provided by the **BLS International Services Limited ("the listed entity")**
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the year ended on 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA") rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI"),

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations , 2015 as amended from time to time;
- (f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations , 1993 regarding the Companies Act and dealing with client.

(Note: The aforesaid list of SEBI Regulations is only the list of regulations which were applicable to the listed entity for the review period.)

I hereby report that the status of compliance of the listed entity is appended as below:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1	<p><u>Secretarial Standards:</u></p> <p>The Compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	None
2	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the Company. • All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated as per the regulations/circulars/ guidelines issued by SEBI. 	Yes	None
3	<p><u>Maintenance and disclosures on website</u></p> <ul style="list-style-type: none"> • The Company is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which 	Yes	None

	redirects to the relevant document(s)/ section of the website.		
4	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company is disqualified under Section 164 of the Companies Act, 2013.</p>	Yes	None
5	<p><u>Details related to Subsidiaries of listed entities have been examined with respect to:</u></p> <ul style="list-style-type: none"> • Identification of material subsidiary companies; • Disclosure requirements of material as well as other subsidiaries. 	Yes	None
6	<p><u>Preservation of Documents:</u></p> <p>The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of Preservation of Documents and Archival Policy prescribed under SEBI (LODR) Regulations, 2015.</p>	Yes	None
7	<p><u>Performance Evaluation:</u></p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the committees at the beginning of every financial year as prescribed in SEBI Regulations.</p>	Yes	None
8	<p><u>Related Party Transactions:</u></p> <ul style="list-style-type: none"> • The Company has obtained a prior approval of Audit Committee for all related party transactions; or • In case, no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/_rejected by the Audit Committee. 	Yes	The Company has provided detailed reasons along with confirmation and obtained prior approval, whenever required.
9	<p><u>Disclosure of Events or information:</u></p> <p>The Company has provided all the required disclosure(s) along with</p>	Yes	None

	upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.		
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(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/circulars / guidelines including specific clause	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
-	-	-	-	-	-	-	-	-	-	-

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

Sr. No	Compliance Requirement (Regulations/circulars / guidelines including	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
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	<p>the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <ul style="list-style-type: none"> • Disclaimer in case of non-receipt of information: <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3	The listed entity / its material subsidiary has obtained information from the Auditor	NA	Not Applicable during the period under the review.

	<p>year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as next quarter; or</p> <ul style="list-style-type: none"> • If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. 		
2	<u>Other conditions relating to resignation of Statutory Auditor</u>		
	<ul style="list-style-type: none"> • Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to</p> 	NA	Not Applicable during the period under the review.

	Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.		
10	<u>Prohibition of Insider Trading:</u> The Company is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11	<u>Actions taken by SEBI or Stock Exchange(s) if any:</u> No actions taken against the Company/ its promoters/ directors/ subsidiaries by either SEBI or Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	NA	None
12	<u>Additional Non-Compliances, if any:</u> No, additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	No	None

Compliances related to resignation of Statutory Auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

S.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1	<u>Compliances with the following conditions while appointing/re-appointing an auditor.</u>		
	<ul style="list-style-type: none"> If the auditor has resigned within 45 days from the end of the quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or If the auditor has resigned after 45 days from the end of a quarter of a financial 	NA	Not Applicable during the period under the review.

	specific clause									
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Place: Ghaziabad
Date: 15th May, 2023

D.K. Chawla & Co.
(Company Secretaries)

(CS Dasvinder Kaur)
COP: 15217
M. No.: 33095
UDIN: A033095E000307446
P R Certificate: 2121/2022