

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020 and June 15, 2020 respectively & SEBI Circular dated May 12, 2020]

To,

The Chairman of the 36th Annual General Meeting (AGM) of BLS International Services Limited ('the Company') held on Monday, September 21, 2020 at 03.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility.

Dear Sir/Ma'am,

I, Ankit Singhi, Practicing Company Secretary and Partner of M/s PI & Associates, Company Secretaries, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at 36th Annual General Meeting (AGM) of the Company held on Monday, September 21, 2020 at 03:00 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and in accordance with General Circular Nos. 14/2020, 17/2020, 20/2020 & 22/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020 and June 15, 2020 respectively (collectively referred to as 'MCA Circulars') and SEBI Circular dated May 12, 2020, with respect to the resolutions mentioned in AGM Notice dated July 29, 2020 ('AGM Notice')

I submit my report as under: -

1. The remote e-voting period commenced on Friday, September 18, 2020 at 09:00 A.M. and ended on Sunday, September 20, 2020 at 05:00 P.M. via e-voting platform on the designated website of Central Depositories Services (India) Limited, the agency authorized to provide e-voting facility viz.: <https://www.evotingindia.com>. The Company has also provided e-voting facility to the Members attended through VC/OAVM during the AGM to enable those Members to cast their votes, if they had not cast their vote earlier through remote e-voting.
2. The Members of the Company as on the "cut off" date i.e. Monday, September 14, 2020 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolutions as set out in the Notice.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof including MCA Circulars in respect of the resolution contained



CORPORATE OFFICE

1 | Page

D-28 South Extn. Part-I, New Delhi - 110049 India | T: +91 11 40622200 | F +91 11 40622201 | E : info@piassociates.co.in

LOCATIONS

Hyderabad | Trivandrum | Vadodara

www.piassociates.co.in

in the Notice of AGM and providing proper facility for AGM. Our responsibilities as scrutinizers is restricted to make a consolidated scrutinizer's report of the votes cast 'For' or 'Against' the resolution stated in the AGM Notice.

4. After completion of e-voting at the AGM, the data of e- voting at AGM was diligently scrutinized. Thereafter, data of e- voting at AGM were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e- voting at AGM.
5. Thereafter, the votes cast through remote e-voting were unblocked after completion of e-voting at the AGM in the presence of two witnesses, who were not in the employment of the Company.
6. The shareholders exercised their voting either by remote e-voting or e- voting at AGM. There was no shareholder who opted for both the facilities.
7. The consolidated summary of results of e- voting at AGM and remote e-voting for 36th AGM is annexed herewith as **Annexure- A**.
8. Based on the aforesaid results, I report that all the Eight(8) resolutions as contained in the Item No. 1 to 8 of Notice of 36thAGM of the Company, have been passed with requisite majority / votes.

**Thanking You
For PI & Associates
Company Secretaries**



Ankit Singhi
Partner
ACS No.: A20642
CP No.: 16274
UDIN:A020642B000748083

Date: September 22, 2020
Place: New Delhi

Counter signed by:
For BLS International Services Limited

Seubhan
Joint Managing Director

Annexure- A

ORDINARY BUSINESSES:

Resolution No. 1: To consider and adopt audited financial statements (including the consolidated financial statements) of the Company for the Financial Year ended 31st March, 2020 together with the Report of Directors and Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Votes on favor of the resolution	1706002	77090625	78796627	100
Votes on against of the resolution	1	27	28	0
Invalid Votes	Not Applicable			
Total	1706003	77090652	78796655	100

Therefore, the Resolution No. 1 has been approved with requisite majority.

Resolution No. 2: To confirm interim dividend of Rs. 0.50 (50%) on each paid up equity shares already paid for the Financial Year ended March 31, 2020 and declare final dividend of Rs. 0.50 (50%) on each paid up equity shares for the year ended March 31, 2020.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Votes on favor of the resolution	1706002	77306625	79012627	100
Votes on against of the resolution	1	27	28	0
Invalid Votes	Not Applicable			
Total	1706003	77306652	79012655	100

Therefore, the Resolution No. 2 has been approved with requisite majority.



Resolution No. 3: To appoint a director in place of Mr. Shikhar Aggarwal, (DIN: 06975729) who retires by rotation and, being eligible, offer him-self re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Votes on favor of the resolution	1706002	77090625	78796627	100
Votes on against of the resolution	1	27	28	0
Invalid Votes	Not Applicable			
Total	1706003	77090652	78796655	100

Therefore, the Resolution No. 3 has been approved with requisite majority.

SPECIAL BUSINESSES:

Resolution No. 4: Appointment of Mr. Nikhil Gupta (DIN 00195694) as Managing Director of the Company for a period of three years with effect from February 1, 2020.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Votes on favor of the resolution	1706002	77306625	79012627	100
Votes on against of the resolution	1	27	28	0
Invalid Votes	Not Applicable			
Total	1706003	77306652	79012655	100

Therefore, the Resolution No. 4 has been approved with requisite votes.



Resolution No. 5: Re-appointment of Mr. Karan Aggarwal (DIN: 02030873) as Executive Director of the Company for a period of three years with effect from June 13, 2020.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Votes on favor of the resolution	1706002	77306625	79012627	100
Votes on against of the resolution	1	27	28	0
Invalid Votes	Not Applicable			
Total	1706003	77306652	79012655	100

Therefore, the Resolution No. 5 has been approved with requisite votes.

Resolution No. 6: Re-appointment of Mr. Ram Prakash Bajpai (DIN: 07198693) as an Independent Director of the Company, not liable to retire by rotation, for a second term of three consecutive years commencing from June 10, 2020 upto June 9, 2023.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Votes on favor of the resolution	1706002	77306625	79012627	100
Votes on against of the resolution	1	27	28	0
Invalid Votes	Not Applicable			
Total	1706003	77306652	79012655	100

Therefore, the Resolution No. 6 has been approved with requisite votes.



Resolution No. 7: Re-appointment of Ms. Shivani Mishra, (DIN: 07221507) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from July 1, 2020 upto June 30, 2025.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Votes on favor of the resolution	1706002	77090625	78796627	100
Votes on against of the resolution	1	27	28	0
Invalid Votes	Not Applicable			
Total	1706003	77090652	78796655	100

Therefore, the Resolution No. 7 has been approved with requisite votes.

Resolution No. 8: Amendment in the memorandum of association of the Company to add the borrowing clause at point no. 61 in existing Clause III (B) of the same.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Votes on favor of the resolution	1706002	77301625	79007627	99.9936
Votes on against of the resolution	1	5027	5028	0.0064
Invalid Votes	Not Applicable			
Total	1706003	77306652	79012655	100

Therefore, the Resolution No. 8 has been approved with requisite votes.

