

BLS INFOTECH LIMITED

CIN: L3007WB1985PLC038686

Regd. Office: 1/1A, Upper Wood Street, Kolkata – 700017

Email: corpbls@gmail.com

NOTICE is hereby given that the Thirty Ninth (39th) Annual General Meeting of the Members of **Bls Infotech Limited** will be held at 1/1A, Upper Wood Street, Kolkata – 700017, West Bengal on Monday, September 30, 2024 at 11:00 AM to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2024 including the Audited Balance Sheet as at March 31, 2024, and the statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' and the Auditors' thereon.
2. To Appoint Mr Anirudh Dhanania as Director liable to retire by rotation who being eligible offer himself for appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Nitesh Singh (DIN: 08751700) as an Independent Director of the Company.
4. Appointment of Mr. Anirudh Rathi (DIN: 09802343) as a Non-Executive Non-Independent Director of the Company.
5. Appointment of Ms. Vidhi Vikas Pavankumar (DIN: 10017443) as a Non-Executive Non-Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provision of Section 149,150, & 152 read with schedule IV and other applicable provisions of the "Companies Act, 2013("the Act") and rules framed thereunder, Regulation 16(1)(2) of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015(including any statutory amendment, modifications(s) or re-enactments thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee Mr Nitesh Singh who was appointed as an Additional Non-Executive Independent Director of the Company w.e.f 04.01.2024 by board of directors under Section 161 of Companies Act 2013 and other applicable provision of Article of Association ("AoA") of the company and who holds office upto the date of Annual General Meeting, be and is hereby appointed as an Independent Director of

the company to hold office for a first term of five(5) consecutive years with effect from 04th January,2024.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, all Directors of the company and/or the company secretary be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual, or otherwise in relation to the above and to incur expenditure thereon and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s), to the terms and conditions if any as they may be deemed necessary in this regards and to execute all deeds, applications documents and writing that may be required on behalf of the company and generally to do all acts ,deeds, matters, and things as they may in their absolute discretion deem necessary expedient usual or proper in relation to or in connection with or for matters in relation/consequential in due compliance of the applicable rules and regulations without seeking any further consent or approval of the Board of Directors or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**By order of the Board of Directors
For BLS Infotech Limited**

Place: Kolkata

Date: 09/09/2024

**Anirudh Dhanania
Director**

NOTES

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses under Item No. 3 to 5 of the accompanying Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. MEMBERS/PROXIES/AUTHORISED REPRESENTATIVES SHOULD BRING THE DULY FILLED ATTENDANCE SLIP ENCLOSED HERewith TO ATTEND THE MEETING. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A PROXY FORM IS ATTACHED HERETO.

3. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the company a certified true copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent/Company.
5. Electronic copy of the Annual Report for FY 2023-24 is being sent to all the members whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2023-24 are being sent in the permitted mode. Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository participant (in case of shares in dematerialized form) or with S.K. Infosolutions Private Limited (in case of Shares held in physical form).
6. The record date for the purpose of determining the eligibility of the Members to attend the 39th Annual General Meeting of the Company is, September 23, 2024.
7. Electronic copy of the Notice of the 39th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 9th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.

8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members holding shares in Demat form are requested to notify immediately changes, if any, in their registered address, bank details, mandate, nomination, power of attorney and email address, directly to their respective Depository Participant (DP).
10. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at corpblscpl@gmail.com.
11. Pursuant to the applicable provisions of Companies Act 2013, and the rules framed there under, any money transfer to the unpaid dividend account of the company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the unpaid dividend account shall be transferred by the company to the Investor Education and Protection Fund established by the Central Government.
12. Additional information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the Annual General Meeting is furnished as annexure to the Notice. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules framed there under.
13. The facility for making/varying/cancelling nomination is available to individuals holding shares in the Company. Nominations can be made in Form SH.13 and any variation/cancellation thereof can be made by giving notice in Form SH.14, Prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose.
14. The Ministry of Corporate Affairs, Government of India has introduced a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013.
15. In view of the above, the Company has communicated in the earlier year through Annual Report to its members requesting them to register their designated email ID with the Company/RTA. However, members who are desirous of obtaining physical copy of the Notices, Postal Ballots,

Annual Reports and other documents may forward their written request to the Company/RTA for the same.

16. Members seeking any information or clarification on the Annual Report are requested to send in written queries to the company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the meeting.
17. The shares of the Company are under compulsory demat list of the SEBI. The trading in equity shares can be only in demat form.
18. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the company on all working days during business hours up to the date of the Meeting.
19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
20. A route map showing directions to reach the venue of the 39th Annual General Meeting of the Company is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".

A detail of Director's seeking appointment / reappointment in forthcoming Annual General Meeting in pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Annexure A

I.

Name of Director	Mr. Nitesh Singh
DIN	08751700
Date of Birth	12/10/1990
Date of Appointment on the Board	04/01/2024
Expertise in specific functional area	Finance & Accounts
Qualification	B.Com CS Inter Passed
Relationship with other Directors	NIL
Directorship in other limited companies	5
Membership of Committees in Other Public Limited Companies	NIL
Shareholding of Director in the Company	

**By order of the Board of Directors
For BLS Infotech Limited**

**Place: Kolkata
Date: 09/09/2024**

**Anirudh Dhanania
Director**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statements sets out the material facts relating to the special business set out in the accompanying notice of the 9th Annual General Meeting of the Members of the Company.

Item No. 3

The Board of Directors at its meeting held on January 04,2024, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Nitesh Singh pursuant to the provisions of Section 161 of the Act and rules made there under and the Articles of Association of the Company, as an Additional Director of the Company

In terms of the provisions of Section 161 of the Act, Mr. Nitesh Singh would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

He possesses appropriate skills, experience and knowledge. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that he is appointed as a Director.

A copy of the letter for appointment of him as a Non-Executive Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during business hours on any working day, excluding Saturday.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mr. Nitesh Singh (DIN: 00398298) being an appointee, is in any way concerned or interested, financial or otherwise, in the said Resolution.

Item No. 4

The Board of Directors at its meeting held on February, 23 2024, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Anirudh Rathi pursuant to the provisions of Section 161 of the Act and rules made there under and the Articles of Association of the Company, as an Additional Director of the Company

In terms of the provisions of Section 161 of the Act, Mr. Anirduh Rathi would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

He possesses appropriate skills, experience and knowledge. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that he is appointed as a Director.

A copy of the letter for appointment of him as a Non-Executive Non-Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during business hours on any working day, excluding Saturday.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mr. Anirudh Rathi being an appointee, is in any way concerned or interested, financial or otherwise, in the said Resolution.

Item No. 5

The Board of Directors at its meeting held on February, 23 2024, on the recommendation of Nomination and Remuneration Committee, had appointed Ms. Vidhi Vikaspavan Kumar pursuant to the provisions of Section 161 of the Act and rules made there under and the Articles of Association of the Company, as an Additional Director of the Company

In terms of the provisions of Section 161 of the Act, Ms. Vidhi Vikaspavan Kumar would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

He possesses appropriate skills, experience and knowledge. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that he is appointed as a Director.

A copy of the letter for appointment of him as a Non-Executive Non-Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during business hours on any working day, excluding Saturday.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Ms. Vidhi Vikaspavan Kumar being an appointee, is in any way concerned or interested, financial or otherwise, in the said Resolution.

**By order of the Board of Directors
For BLS Infotech Limited**

**Place: Kolkata
Date: 09/09/2024**

**Anirudh Dhanania
Director**