

August 28, 2017

National Stock Exchange of India Ltd.,
Exchange Plaza, C-1 Block G,
BandraKurla Complex Bandra [E],
Mumbai – 400 051

BSE Ltd., Phirozejeejeebhoy
Towers, Dalal Street,
Mumbai - 400001

Metropolitan Stock Exchange of India Ltd., Vibgyor Towers,
4th Floor, Plot No. C62,
G - Block, Opp. Trident Hotel,
BandraKurla, Complex, Bandra
(E), Mumbai – 400 098

Scrip Code: Reference: NSE Scrip Symbol: BLS; BSE Scrip Code: 540073; MSEI Scrip Symbol: BLS

Subject: Submission of Notice of Annual General Meeting under Regulation 30- Schedule III-Part A of SEBI (LODR), Regulations, 2015

Dear Sir / Madam,

Pursuant to Regulation 30 Schedule III-Part A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Please find attached herewith Notice of Annual General Meeting to be held on 21st September 2017 issued to shareholders of the Company.

You are requested to take the same on your records.

For BLS International Services Limited



Balaji Srivastava
Company Secretary
M. No. A33952



Encl: Notice of Annual General Meeting

AGM Notice

NOTICE IS HEREBY GIVEN THAT THE THIRTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF BLS INTERNATIONAL SERVICES LIMITED WILL BE HELD ON THURSDAY, THE 21st DAY OF SEPTEMBER 2017 AT 3:00 P.M. AT INDIAN SOCIAL INSTITUTE, 10 INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI-110024 TO TRANSACT THE FOLLOWING BUSINESSES: -

ORDINARY BUSINESS:

1. To receive, consider, adopt and approve the Audited Balance Sheet as on 31st March 2017 and Profit and Loss Account of the Company for the year ended 31st March, 2017 together with the Report of the Auditors and Directors thereon along with the Consolidated Balance Sheet as at 31st March 2017 and Consolidated Profit and Loss Account of the Company for the year ended 31st March, 2017 together with the Report of the Auditors thereon.
2. To declare final dividend of Rs. 3/- per equity share for the year ended 31st March, 2017.
3. To appoint Statutory Auditor to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration. M/s S.S. Kothari Mehta & Co. Chartered Accountants, (FRN - 000468N), being eligible to offer themselves for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sarthak Behuria (DIN:03290288), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company to

hold office for a term of Five years with effect from 11th November, 2016."

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Surinder Singh Kohli (DIN:00169907), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for a term of Five years with effect from 14th February, 2017."

6. To consider and if thought fit, to pass the following resolution as an **Special Resolution:**

"RESOLVED THAT pursuant to Section 152, 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, Mr. Karan Aggarwal (DIN:02030873) be and is hereby appointed as Whole-time Director, designated as 'Executive Director' of the Company, with effect from 13th June 2017, to hold office for a period of three years at a remuneration of Rs. 2,50,000 per month.

RESOLVED FURTHER THAT upon recommendation by Nomination and Remuneration Committee, the Board of Directors may alter and vary the terms and conditions of the said appointment and/or the agreement in such manner as may be agreed to between the Company and Mr. Karan Aggarwal (DIN:02030873).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors of the company or the Company Secretary or such other Official(s) as may be authorized by the Board, be and are hereby severally authorised to take all such steps and to do all such acts, deeds, matters and things as may

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For BLS International Services Limited


Secretary

be required, including but not limited to the filing of application to the Central Government for obtaining necessary approvals as may be necessary and desirable to give effect to this resolution."

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

"**RESOLVED THAT**, pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, the existing Clause 215 of the Articles of Association of the Company be and is hereby replaced with the below mentioned clause 215:

| | |
|---------------------------------------|---|
| Dividends out of profits and reserves | 215. No dividend shall be payable except out of profits and Reserves of the Company arrived at the manner provided for in Companies Act 2013 or any other provisions of any statutory modifications thereof. |
|---------------------------------------|---|

RESOLVED FURTHER THAT Director(s) of the Company or the Company Secretary or such other Official(s) as may be authorized by the Board, be and are hereby severally authorised to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit, including but not limited to the filing of application to the Central Government for obtaining necessary approvals as may be necessary and desirable to give effect to this resolution.

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and all other applicable provisions if any, and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contracts and/or agreements with parties as detailed in table

forming part of the explanatory statement annexed to the notice with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such parties to any of subsidiary or associate company or any other transactions of whatever nature up to an amount of Rs. 172.75 Crores (Rupees One Seventy Two Crores and Seventy Five Lakhs Only) for the financial year 2017-18 on such terms and conditions as may be decided by the Board."

"**RESOLVED FURTHER THAT** the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, matters, deeds and things as may be necessary, without further referring to the Members of the Company in order to give effect to this resolution."

"**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects."

For and on Behalf of the Board
BLS International Services Limited

BalaJi Srivastava

Place: New Delhi

Company Secretary

Date: 9th August, 2017

Membership No. A33952

NOTES

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF COMPANY.** A person can act as proxy on

behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, 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 shall not act as proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Only registered members of the Company holding shares as on the cut-off date decided for the purpose, being 14th September 2017, or any proxy appointed by such registered member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
4. 4. Electronic copy of the Notice of the aforesaid Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company 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 aforesaid Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. The cut-off date is decided for the purpose of reckoning the number of shareholders eligible to receive notice of AGM is 14th September 2017.
5. Voting Rights: Shareholders holding Equity Shares shall have one vote per share as shown against their holding and shareholders.

6. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting by electronic

means and the business may be transacted through e-Voting Services provided by Central Depository Securities (India) Limited (CDSL).

7. **Book Closure:** Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2016-17, if approved at the meeting, will be paid on or after 26th September 2017 to those eligible members whose names appear:

(1) As Beneficial owners, as on 14th September 2017 as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Dematerialised form, and

(2) As Members in the Register of Members of the Company in respect of shares held in Physical Form, after giving effect to all valid share transfers in physical form lodged with the Company or its RTA on or before as on 14th September 2017.

Note: Please read the instructions printed below before exercising your vote.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 18th September 2017 from 09:00 a.m. and ends on 20th September 2017 at 05:00 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 14th September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on Shareholders.
- iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.

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For BLS International Services Limited

Company Secretary

- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|--|---|
| PAN | <p>Enter your 10-digit alphanumeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password

field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that

- x. Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password. Then enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded**

from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xx. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- a. Pooja Anand & Associates, Practicing Company Secretaries (COP No. 16631) has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- b. The Scrutinizer shall, immediately after the conclusion of e-voting, first count the votes casted, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than two working days of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- c. The results declared along with the Scrutinizers Report shall be placed on the website of the Company and on the website of CDSL within two days of declaration of result on 23rd September 2017 and will be communicated to the designated stock exchanges where the shares of the company are listed.

All the documents referred to in the accompanying notice and Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 will be available at the registered office of the Company during the business hours on all working days upto the date of declaration of the result.

For and on Behalf of the Board
BLS International Services Limited

BalaJi Srivastava

Company Secretary

Place: New Delhi

Date: 9th August, 2017

Membership No. A33952

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For BLS International Services Limited**


Company Secretary

EXPLANATORY STATEMENT**(Pursuant To Section 102 of the Companies Act, 2013)**

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Item No. 4, 5, 6, 7 and 8 mentioned in the Notice.

ITEM NO. 4 & 5:

The Board of Directors, at its Meeting held on 11th November, 2016 and 14th February, 2017 appointed Mr. Sarthak Behuria (DIN:03290288) and Mr. Surinder Singh Kohli (DIN:00169907) respectively, as Additional Director of the Company to hold office till the date of ensuing Annual General Meeting (AGM) of the Company.

As an Additional Director, Mr. Sarthak Behuria (DIN:03290288) and Mr. Surinder Singh Kohli (DIN:00169907) holds office till the date of ensuing AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of Deposit from a Member signifying his intention to propose the appointment of Mr. Sarthak Behuria (DIN:03290288) and Mr. Surinder Singh Kohli (DIN:00169907) as a Director of the Company. The Company has also received a declaration from Mr. Sarthak Behuria (DIN:03290288) and Mr. Surinder Singh Kohli (DIN:00169907) confirming that they meet the criteria of Independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"). Mr. Sarthak Behuria (DIN:03290288) and Mr. Surinder Singh Kohli (DIN:00169907) are also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given their consent to act as a Director of the Company.

In the opinion of the Board, Mr. Sarthak Behuria and Mr. Surinder Singh Kohli fulfils the conditions for their appointment as an Independent Director as specified in the Act and the SEBI Regulations and they are independent of the Management.

The brief profile of Mr. Sarthak Behuria and Mr. Surinder Singh Kohli are as under:

Mr. Sarthak Behuria is an alumni of St. Stephen's College, Delhi and the Indian Institute of Management (IIM) Ahmedabad. He has been superannuated from Chairmanship of Indian Oil Corporation Ltd., India's largest Commercial

Enterprise. He was also Chairman (part-time) of Group Companies, Chennai Petroleum Corporation Ltd. and Bongaigaon Refinery & Petrochemicals Ltd., besides heading Indian Oil Tanking Ltd., Mr. Behuria has been actively administering the offshore business of the Company and has been extensively controlling the administration, finance and other strategic business affairs. His experience in such diversified fields would help the Company to create and build strategic business diversities on global front. Mr. Behuria has also served as Chairman and Managing Director of Bharat Petroleum Corporation Ltd.

Mr. Sarthak Behuria had been conferred the Honorary Fellowship of Energy Institute, UK which is the highest level of professional recognition reserved for those who had made a notable and distinguished contribution to the energy industry. Mr. Behuria's expertise in India's Oil & Gas sector and exemplified experience in service industry had been sought recognized at many international forums. He also served the erstwhile Oil Coordination Committee of the Ministry of Petroleum & Natural Gas, Govt. of India.

Mr. Surinder Singh Kohli is a highly experienced and dynamic personality holding accredited position in various organisations of repute. He holds Bachelor's Degree in Science with specialization in Mechanical Engineering from Banaras Hindu University. He has done CAIIB & Diploma in Industrial Finance from Indian Institute of Banking and Finance.

He served as Chairman and Non-Executive Director of Modi Rubber Limited until July 17, 2009. He served as Chairman & Managing Director of India Infrastructure Finance Company Ltd., until April 2010. He has been on the Board of Punjab National Bank and Punjab & Sind Bank as Chairman and Managing Director. He also served as Chairman and Member of the Management Board of PNB Gilts Ltd. He has served many renowned companies as Chairman of PNB Housing Finance Ltd. and PNB Capital Services Ltd. He serves as an Executive Chairman at Ariston IET Infrastructure Fund I. He has been an Independent Director of MBL Infrastructure Ltd. since June 25, 2010. He has been diverse experience in business administration, finance and management. His diverse experience would help BLS in making various Business strategic decisions.

The Board recommends Resolution set out at item No. 4 & 5 of the Notice for your approval to be passed as Ordinary Resolution. None of the

Directors including their relatives are interested or concerned in the Resolution in the Company.

ITEM No. 6:

The Board of Directors, at its Meeting held on 13th June 2017 appointed Mr. Karan Aggarwal (DIN 02030873) as Additional Director of the Company. The Board appointed him as Executive Director under the Act for a period of three years with effect from 13th June 2017 subject to the approval of Shareholders at ensuing Annual General Meeting. Members are requested to approve the appointment of Mr. Karan Aggarwal (DIN 02030873) as Executive Director of the Company for a period of three years with effect from 13th June 2017.

The brief profile of Mr. Karan Aggarwal is as under:

Mr. Karan Aggarwal has graduated in Finance & Management from University of Bradford, UK and has completed the specialization course in Finance from Harvard University. He has a decade-long experience across diversified fields like finance, management, administration and human resource and has also been involved in leading multiple organizations i.e. BLS Polymers Ltd., BLS Ecotech Ltd. and BLS International Services Ltd. He was involved in setting up three green field projects for textiles in group companies of BLS. Further he also played a significant role in successful bidding of Punjab E-Governance project. Mr. Karan Aggarwal has travelled widely across the globe and his contribution will help BLS in expansion of business on global front.

For brevity, the particulars of the proposed remuneration, perquisites, and benefits payable to Mr. Karan Aggarwal are as follows:

Remuneration: Rs. 2,50,000 per month.

The Board recommends resolution set out at item No. 6 of the Notice for your approval to be passed as Special Resolution. None of the Directors excluding Mr. Karan Aggarwal, who is interested or concerned in the resolution.

ITEM No. 7

The Company proposes to make certain amendments to the Articles of Association, which are consistent with, necessary for the business development of the Company and are in the best interests of the Company & the Shareholders as a whole.

The current Clause 215 of Article of Association which states that

| | |
|-------------------------------|--|
| Dividends out of profits only | 215. No dividend shall be payable except out of Profits of the Company arrived at the manner provided for in Companies Act, 2013 or any other provisions of any statutory modifications thereof. |
|-------------------------------|--|

is proposed to be replaced by including the provision of reserves with following clause:

| | |
|---------------------------------------|---|
| Dividends out of profits and reserves | 215. No dividend shall be payable except out of Profits and Reserves of the Company arrived at the manner provided for In Companies Act, 2013 or any other provisions of any statutory modifications thereof. |
|---------------------------------------|---|

As per Section 4 and 13 the Companies Act 2013, read with Companies (Incorporation) Rules, 2014, any alterations proposed to be made in the Articles of Association of the Company requires approval of the members vide Special Resolution. Accordingly, the Board of Directors of the Company seek approval of the members of the Company for the aforesaid alteration by way of Special Resolution. A copy of the altered Articles of Association will be available for inspection at the venue of Annual General Meeting and such copy will be made available for inspection also in physical or in electronic form during the business hours i.e. from 9:30 a.m. to 6:30 p.m. at the registered office of the Company at G-4B-1, Extension, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi - 110044.

None of the Directors and/or Key Managerial Persons of the Company are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

ITEM No. 8

In terms of proviso to Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (herein after referred as SEBI Regulations), all transactions with Related Parties, which are material in nature, are subject to the approval of the Members of the Company by way of Special Resolution and the Related Parties shall abstain from voting on such resolutions.

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For BLS International Services Limited

Company Secretary

For this purpose, the term "Material transaction" shall mean any transaction entered either individually or taken together with previous transactions during a financial year, that exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The estimated value of the transactions relating to ongoing sale, purchase or receipt of products, goods and materials or availing or rendering of services and leasing of property of any kind (movable or immovable) with BLS International Services Ltd. during the financial year 2016-17 are likely to exceed the threshold prescribed under Regulation 23 of SEBI Regulations and will be considered material and therefore would require the approval of Shareholders of the Company by way of Special Resolution.

The particulars of the Contracts/Arrangements/Transactions pursuant to sub- rule (3) of Rule 15 of Companies (Meetings of Board and Its Powers) Rules, 2014 read along with Regulation 23 of SEBI Regulations are as follows:

| Name of the Related Parties | Nature of Transactions | Duration of the Transaction | Previous year Amount (Rs.) | Maximum Amount of the Transaction (Rs.) |
|--|--|-----------------------------|----------------------------|---|
| BLS International FZE | Sale of Service and Remuneration in the form of Salary | One Year | 50 Crores | 75 Crores |
| BLS International Visa Services – Austria | Sale of Service | One Year | - | 10 Crores |
| BLS International Visa Services – Baltic | Sale of Service | One Year | - | 10 Crores |
| BLS International Visa Services Poland SP.Z.O.O. | Sale of Service | One Year | - | 10 Crores |
| BLS International Visa Services Philippines Inc. | Sale of Service | One Year | - | 10 Crores |
| BLS International – Singapore | Sale of Service | One Year | - | 25 Crores |
| BLS E-Services Pvt. Ltd. | Sale of Service | One Year | - | 10 Crores |
| BLS E-Solution Pvt. Ltd. | Sale of Service | One Year | - | 10 Crores |
| BLS IT Services Pvt. Ltd. | Sale of Service | One Year | - | 10 Crores |
| Mr. Nikhil Gupta | Remuneration in the Form of Salary | One Year | - | 1 Crore |
| Mr. Shikhar Aggarwal | Remuneration in the Form of Salary | One Year | - | 1 Crore |
| Mr. Ajay Milhotra | Remuneration in the Form of Salary | One Year | - | 75 Lakhs |
| Mr. Balaji Srivastava | Remuneration in the Form of Salary | One Year | - | 25 Lakhs |

For and on Behalf of the Board
BLS International Services Limited

Balaji Srivastava
Company Secretary
Membership No. A33952

Place: New Delhi
Date: 9th August, 2017

Certified True Copy
For BLS International Services Limited


Company Secretary

Details of Directors Seeking regularization at the Annual General Meeting:

| Particulars | Mr. Sarthak Behuria (DIN:03290288) |
|---|--|
| Date of Birth | 02.03.1952 |
| Qualifications | Graduate from St. Stephen's College, Delhi and Post Graduate from the Indian Institute of Management (IIM) Ahmedabad |
| Expertise in specific functional areas | Business Administration and Management |
| Directorships held in other companies (excluding foreign companies) | Nine <ol style="list-style-type: none"> 1. BLS INTERNATIONAL SERVICES LIMITED 2. SPML INFRA LIMITED 3. DHAMRA LNG TERMINAL PRIVATE LIMITED 4. L&T HYDROCARBON ENGINEERING LIMITED 5. ADANI PETROLEUM TERMINAL PRIVATE LIMITED 6. GANDHAR OIL REFINERY (INDIA) LIMITED 7. GSPC LNG LIMITED 8. RSB TRANSMISSIONS (I) LTD 9. ADANI DHAMRA LPG TERMINAL PRIVATE LIMITED 10. MUNDRA LPG TERMINAL PRIVATE LIMITED |
| Memberships/chairmanships of committees of other companies (Includes only Audit Committee and Shareholders / Investors Grievance Committee) | Two |
| Number of shares held in the Company | None |

For and on Behalf of the Board
BLS International Services Limited

BalaJI Srivastava

Company Secretary

Membership No. A33952

Place: New Delhi

Date: 9th August, 2017

Details of Directors Seeking regularization at the Annual General Meeting:

| Particulars | Mr. Surinder Singh Kohli (DIN:00169907) |
|---|--|
| Date of Birth | 10.04.1945 |
| Qualifications | Bachelor's Degree in Science with specialization in Mechanical Engineering from Banaras Hindu University, CAIIB & Diploma in Industrial Finance from Indian Institute of Banking and Finance. |
| Expertise in specific functional areas | Banking and Management. |
| Directorships held in other companies (excluding foreign companies) | Eleven <ol style="list-style-type: none"> 1. BLS International Services Limited 2. Asian Hotels (West) Limited 3. SEAMEC Limited 4. IDFC Limited 5. Reliance Infrastructure Limited 6. ACB (India) Limited 7. IL&FS Financial Services Limited 8. Bussan Auto Finance India Private Limited 9. IDFC Infrastructure Finance Limited 10. S V Creditline Private Limited 11. BSES Yamuna Power Limited 12. BSES Rajdhani Power Limited |
| Memberships/chairmanships of committees of other companies (includes only Audit Committee and Shareholders / Investors Grievance Committee) | One |
| Number of shares held in the Company | Nil |

For and on Behalf of the Board
BLS International Services Limited

BalaJI Srivastava

Company Secretary

Membership No. A33952

Place: New Delhi

Date: 9th August, 2017

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For BLS International Services Limited

Company Secretary

Details of Directors Seeking regularization at the Annual General Meeting:

| Particulars | Mr. Karan Aggarwal (DIN 02030873) |
|---|--|
| Date of Birth | 08.10.1986 |
| Qualifications | Graduate in Finance & Management from University of Bradford, UK and specialization course in Finance from Harvard University |
| Expertise in specific functional areas | Finance and Management. |
| Directorships held in other companies (excluding foreign companies) | Five 1. BLS International Services Limited 2. BLS Polymers Limited 3. JU Finvest Private Limited 4. GRB Finvest Private Limited 5. BLS Finvest Limited 6. Trimurti Finvest Private Limited |
| Memberships/chairmanships of committees of other companies (includes only Audit Committee and Shareholders / Investors Grievance Committee) | Nil |
| Number of shares held in the Company | Nil |

For and on Behalf of the Board
BLS International Services Limited

BalaJI Srivastava
Company Secretary
Membership No. A33952

Place: New Delhi
Date: 9th August, 2017

Certified True Copy
For BLS International Services Limited


Company Secretary



BLS INTERNATIONAL SERVICES LIMITED

Registered Office: G- 4B - 1 Extension, Mohan Co-Operative
Industrial Estate, Mathura Road, New Delhi - 110044

Email Id: compliance@blsinternational.net • Website: www.blsinternational.com

Form No. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: -**L51909DL1983PLC016907**

Name of the Company: - **BLS INTERNATIONAL SERVICES LIMITED**

Registered office: - **G-4B-1 Extension, Mohan Co-Operative, Industrial Estate, Mathura Road,
New Delhi - 110044**

| |
|-----------------------------|
| Name of the member(s): |
| Registered address: |
| E-mail Id: |
| Folio No/DP Id & Client Id: |

I/We, being the member (s) of _____ shares of the above named company, hereby appoint:

Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the company to be held on Thursday, the 21st Day September 2017 at 3:00 p.m. at Indian Social Institute, 10 Institutional Area, Lodhi Road, New Delhi-110024, and any adjournment thereof in respect of such resolutions as are indicated below:

Signed this..... day of..... 2017

Signature of Shareholder.....

Signature of Proxy holder(s)

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

**Certified True Copy
For BLS International Services Limited**

[Handwritten Signature]
Company Secretary

*All members are requested to carry there any of the ID's such as Passport/ Pan card or Aadhar Card for Identity Verification.
*No gifts will be distributed at the Venue of Annual General Meeting.



BLS INTERNATIONAL SERVICES LIMITED

Registered Office: G- 4B – 1 Extension, Mohan Co-Operative
Industrial Estate, Mathura Road, New Delhi – 110044

Email Id: compliance@blsinternational.net • Website: www.blsinternational.com

| Sr. No. | Particulars | For* | Against* |
|---------|--|------|----------|
| 1 | Adoption of Annual Accounts and Reports thereon for the Financial Year ended 31 st March, 2017 | | |
| 2 | Declaration of Final Dividend of Rs. 3/- per equity share for the year ended 31 st March, 2017 | | |
| 3 | Re-Appointment of M/s S.S. Kothari Mehta & Co. Chartered Accountants, as Statutory Auditors of the Company | | |
| 4 | Appointment of Mr. Karan Aggarwal as Executive Director of the Company | | |
| 5 | Appointment of Mr. Sarthak Behuria as Independent Director of the Company. | | |
| 6 | Appointment of Mr. Surinder Singh Kohli as Independent Director of the Company | | |
| 7 | Authorisation for Alteration of Article of Association of the company | | |
| 8 | Approval for Related Party Transactions | | |

Notes:

* Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

* A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company.

Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

* This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at REGD. OFFICE: G-4B-1, EXTENSION, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, MATHURA ROAD, NEW DELHI – 110044 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

**Certified True Copy
For BLS International Services Limited**


Company Secretary



BLS INTERNATIONAL SERVICES LIMITED

Registered Office: G- 4B - 1 Extension, Mohan Co-Operative
Industrial Estate, Mathura Road, New Delhi - 110044

Corporate Office: 912, Indra Prakash Building, 21 Barakhamba Road, New Delhi-110001
CIN: L51909DL1983PLC016907 Email Id: compliance@blsinternational.net

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Attendance Slip on request at the venue of the meeting.

| | |
|----------|--|
| D.P. ID* | |
|----------|--|

| | |
|------------------|--|
| Master Folio No. | |
|------------------|--|

| | |
|------------|--|
| Client ID* | |
|------------|--|

NAME AND ADDRESS OF THE SHAREHOLDER:

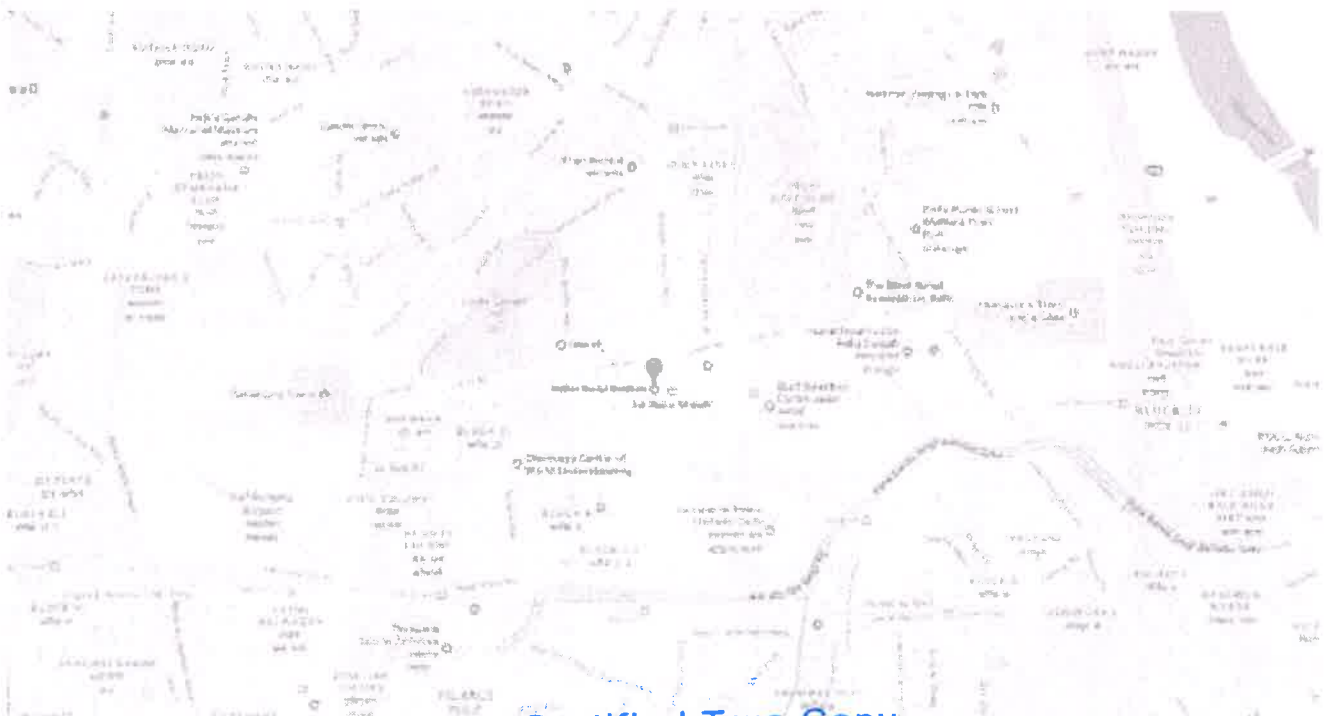
No. of Share(s) held:

I/We hereby record my/our presence at the 33rd Annual General Meeting of the company to be held on Thursday, the 21st Day September 2017 at 3:00 p.m. at Indian Social Institute, 10 Institutional Area, Lodhi Road, New Delhi-110024

Signature of the Shareholder or Proxy

*Applicable for investors holding shares in electronic form

Venue Map & Address: Indian Social Institute, 10 Institutional Area, Lodhi Road, New Delhi-110024



Certified True Copy
For BLS International Services Limited


Company Secretary