

QUARTERLY CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **BLS International Services Limited**
2. Quarter ending - **31-March-2024**

i. Composition Of Board Of Director

Title (Mr. / Ms.)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee)	Initial Date of Appointment	Date of Re-ApPOINTment	Date of Cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [With reference to proviso to regulation 17A (1)&17A(2)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Diwakar Aggarwal	00144645	C,NED	29-Oct-2021	29-Oct-2021			25-02-1963	2	0	0	0
Mr.	Shikhar Aggarwal	06975729	ED	17-Jun-2016	17-Jun-2021			22-02-1991	2	0	2	0
Mr.	Karan Aggarwal	02030873	ED	13-Jun-2017	13-Jun-2023			08-10-1986	1	0	1	0
Mr.	Nikhil Gupta	00195694	ED	01-Feb-2020	01-Feb-2023			06-10-1957	1	0	1	0
Mr.	Ramsharan Prasad Sinha	00300530	ID	17-Aug-2021	17-Aug-2021		31.15	21-09-1951	1	1	0	0
Mr.	Sarthak Behuria	03290288	ID	11-Nov-2016	11-Nov-2021		88.2	02-03-1952	2	2	2	0
Ms.	Shivani Mishra	07221507	ID	30-Jun-2015	01-Jul-2020		105.01	22-11-1989	2	2	5	0
Mr.	Atul Seksaria	00028099	ID	11-May-2023	11-May-2023		10.21	27-06-1962	1	1	2	2

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Atul Seksaria	ID	Chairperson	12-May-2023	
2	Sarthak Behuria	ID	Member	11-Nov-2016	
3	Shivani Mishra	ID	Member	21-Oct-2019	
4	Nikhil Gupta	ED	Member	01-Feb-2020	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Sarthak Behuria	ID	Chairperson	12-May-2023	
2	Ramsharan Prasad Sinha	ID	Member	03-Feb-2022	
3	Shivani Mishra	ID	Member	10-Feb-2016	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Atul Seksaria	ID	Chairperson	12-May-2023	
2	Shikhar Aggarwal	ED	Member	13-Aug-2016	
3	Shivani Mishra	ID	Member	13-Aug-2016	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Risk Management Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Sarthak Behuria	ID	Chairperson	08-Aug-2018	
2	Atul Seksaria	ID	Member	12-May-2023	
3	Shikhar Aggarwal	ED	Member	08-Aug-2018	

Company Remarks	
Whether Regular chairperson appointed	Yes

e. Corporate Social Responsibility Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Ramsharan Prasad Sinha	ID	Chairperson	03-Feb-2022	
2	Shivani Mishra	ID	Member	03-Feb-2022	
3	Karan Aggarwal	ED	Member	03-Feb-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

f. Business and Finance Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Diwakar Aggarwal	C, NED	Chairperson	-	
2	Nikhil Gupta	ED	Member	-	
3	Shivani Mishra	ID	Member	-	

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
06-Nov-2023	Yes	8	8	4
12-Feb-2024	Yes	8	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	97

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	06-Nov-2023	Yes	4	4	3	0
Audit Committee	12-Feb-2024	Yes	4	4	3	0

Nomination & Remuneration Committee	06-Nov-2023	Yes	3	3	3	0
Nomination & Remuneration Committee	12-Feb-2024	Yes	3	3	3	0
Stakeholder Relationship Committee	12-Feb-2024	Yes	3	3	3	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	97

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

vi. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) – **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – **Yes**

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Details of cyber security incidence

1. Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
2. Date of the Event	
3. Brief details of the event	

Name : **Dharak A. Mehta**
Designation : **Company Secretary & Compliance Officer**
Date : **April 15, 2024**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://www.blsinternational.com/visa-processing-services.php
Terms and conditions of appointment of independent directors	Yes		https://www.blsinternational.com/assets/pdfs/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf
Composition of various committees of board of directors	Yes		https://www.blsinternational.com/composition-of-board
Code of conduct of board of directors and senior management personnel	Yes		https://www.blsinternational.com/assets/pdfs/Code-of-Conduct-for-BOD-Senior-Management.pdf
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.blsinternational.com/assets/pdfs/Vigil-&-Whistle-Blower-Mechanism.pdf
Criteria of making payments to non-executive directors	Yes		https://www.blsinternational.com/assets/pdfs/NOMINATION-AND-REMUNERATION-POLICY.pdf
Policy on dealing with related party transactions	Yes		https://www.blsinternational.com/assets/pdfs/Final-RPT_Policy_of_BLS.pdf
Policy for determining 'material' subsidiaries	Yes		https://www.blsinternational.com/assets/pdfs/Policy-on-Material-Subsidiary.pdf
Details of familiarization programs imparted to independent directors	Yes		https://www.blsinternational.com/assets/pdfs/Familiarisation-Programme-for-Independent-Directors.pdf
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		https://www.blsinternational.com/investor-services.php
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		https://www.blsinternational.com/investor-services.php
Financial results	Yes		https://www.blsinternational.com/announcements.php

Shareholding pattern	Yes		https://www.blsinternational.com/shareholding-pattern.php
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.blsinternational.com/transcript.php
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.blsinternational.com/announcements.php
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		https://www.blsinternational.com/announcements.php
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		https://www.blsinternational.com/announcements.php
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.blsinternational.com/financial-reports.php
Secretarial Compliance Report	Yes		https://www.blsinternational.com/announcements.php
Materiality Policy as per Regulation 30 (4)			https://www.blsinternational.com/assets/pdfs/policy-materiality.pdf
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.blsinternational.com/investor-services.phpmateriality.pdf
Disclosures under regulation 30(8)	Yes		https://www.blsinternational.com/announcements.php
Statements of deviation(s) or variations(s) as specified in regulation 32	N/A		
Dividend Distribution policy as per Regulation 43A(1)	Yes		https://www.blsinternational.com/assets/pdfs/Dividend-Distribution-Policy.pdf
Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.blsinternational.com/annual-report.php
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.blsinternational.com
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.blsinternational.com

II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	

<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1), (1A), (5), (6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2), (3), (4), (5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Additional Half Yearly Disclosure

Applicability of disclosure	Not Applicable
Reason for Non Applicability	The Company has not given any Loan/ Guarantee/ Comfort letter/ debt / securities directly or indirectly to Promoter/ Promoter group/ Director (including relative) / KMP or entity controlled by Promoter/ Promoter group/ Director (including relative) / KMPs or neither provided any guarantee or comfort letter in connection with any debt/ loan stated above.

Name : **Dharak A. Mehta**
Designation : **Company Secretary & Compliance Officer**
Date : **April 15, 2024**