

May 15, 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: **Postal Ballot Notice**

Dear Sir / Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we wish to inform that the Board of Directors at their meeting held on Thursday, May 11, 2023 had approved the Postal Ballot Notice for seeking approval of the Members of the Company on the below mentioned resolution through remote e-voting process only:

Resolution No.	Details
1.	Appointment of Mr. Atul Seksaria (DIN: 00028099) as a Non-Executive Independent Director to hold office for a period of five years with effect from May 11, 2023

The Calendar of Events for the proposed Postal Ballot activity is as follows:

S. No.	Particulars	Date
1.	Date of Board resolution for approving the Postal Ballot Notice and appointment of Scrutinizer	May 11, 2023
2.	Cut-off Date for reckoning E-voting rights	May 12, 2023
3.	Date of completion of dispatch of Postal Ballot notice	May 15, 2023
4.	Publication of Notice in newspaper	May 16, 2023
5.	Date of Commencement of e-voting	May 16, 2023
6.	Last date for e-voting	June 14, 2023
7.	Date of Declaration of Results of Postal Ballot	On or before June 16, 2023

The Company has emailed the Postal Ballot Notice along with Explanatory Statement on **Monday, May 15, 2023** to all those Members, whose e-mail addresses are registered with M/s BEETAL Financial & Computer Services Pvt Limited ("Beetal"), the Registrar and Transfer Agent of the Company/ Depository Participants and whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on **Friday, May 12, 2023** (the "Cut-off date"). The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date i.e **Friday, May 12, 2023**.

The Company has engaged the services of CDSL for providing e-voting facility to all its members. The details of the procedure and instruction to cast the vote electronically forms part of the 'Note no. 10' in the Note section of the Postal Ballot Notice.

Members are requested to note that the voting period will commence from **Tuesday, May 16, 2023 at 9.00 A.M. (IST)** and end on **Wednesday, June 14, 2023 at 5.00 P.M. (IST)**. The e-voting module shall be disabled by CDSL for voting thereafter.

The Postal Ballot Notice is also be available on the Company's website www.blsinternational.com, websites of the Stock Exchanges i.e. BSE Limited (BSE), National Stock Exchange of India Limited (NSE), Metropolitan Stock Exchange of India Ltd (MSEI), and on the website of CDSL at www.cdslindia.com.

For **BLS International Services Limited**

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

Encl: as above



BLS INTERNATIONAL SERVICES LIMITED

CIN - L51909DL1983PLC016907

Regd. Office: G-4B-1, Mathura Road, Extension Mohan Co-Operative Indl.Estate, New Delhi, 110044

Tel: +91 11-23310658, Fax: +91 11 23755264,

Website: www.blsinternational.com , **E-mail:** compliance@blsinternational.net

NOTICE FOR POSTAL BALLOT AND E-VOTING

[Notice pursuant to Section 110 of the Companies Act, 2013, as amended, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Start Date: May 16, 2023

Last Date: June 14, 2023

Dear Member(s) of BLS International Services Limited,

Notice is hereby given in terms of the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, read with General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 and all other applicable circulars, if any, issued by the Ministry of Corporate Affairs (“MCA”) and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations that the resolution appended below is proposed to be passed by the Members of BLS International Services Limited (“the Company”). The Resolution in respect of the matter as set out in the accompanying Postal Ballot Notice is proposed to be transacted through postal ballot only by way of remote electronic voting (“Postal Ballot”).

The resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration.

In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-voting shall commence on **Tuesday, May 16, 2023 at 9:00 AM (IST)** and end on **Wednesday, June 14, 2023 at 5:00 PM (IST)**.

Pursuant to the Rule 22 (5) of the Rules, the Board at its meeting held on May 11, 2023, has appointed Mr. Vijay Yadav, Practicing Company Secretary, (Certificate of Practice No:16806) as the scrutinizer (“Scrutinizer”) for conducting the E-voting process in a fair and transparent manner. The Scrutinizer shall submit his report to the Chairman of the Company or to any other person authorised by him after completion of scrutiny of the e-voting and, the results of the voting shall be declared on or before **Friday, June 16, 2023**. The results along with the Scrutinizer’s Report will be placed on the Company’s website i.e. www.blsinternational.com and on the e-voting website of CDSL i.e. <https://evotingindia.com> The same shall simultaneously be communicated to the BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Metropolitan Stock Exchange of India Limited (MSE), on which the shares of the Company are listed.

SPECIAL BUSINESS:

Resolution No. 1

APPOINTMENT OF MR. ATUL SEKSARIA (DIN: 00028099) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act and other applicable provisions, sections, rules of the Act, Regulation 17 and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modifications or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and that approved by the Board of Directors of BLS international Services Limited (“the Company”), the consent of the members of the Company be and is hereby accorded for appointment of Mr. Atul Seksaria (DIN: 00028099), as an Independent Director of the Company, who was appointed as an Additional Director (Non-Executive Independent Director) with effect from May 11, 2023 under section 161 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and not liable to retire by rotation, to hold office for the period of 5 consecutive years with effect from May 11, 2023 up to May 10, 2028 (both days inclusive) and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Director of the Company.

RESOLVED FURTHER THAT Mr. Shikhar Aggarwal, Joint Managing Director (DIN: 06975729) and/ or Mr. Dharak Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments, and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.

RESOLVED FURTHER THAT the certified true copy of this resolution be furnished to such person(s)/ entities/ authorities/ departments, etc. as may be considered necessary under the signature of any one Director or Chief Financial Officer or Company Secretary of the Company.”

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

**By Order of the Board
For BLS International Services Limited**

Place: New Delhi
Date: May 11, 2023

**Sd/-
Dharak Mehta
Company Secretary & Compliance Officer
ICSI Membership No.: ACS40502**

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out the material facts concerning the said Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“Notice”) for your consideration.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is **Friday, May 12, 2023** (“Cut-off Date”). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. All the material documents referred in the Explanatory Statement, shall be available for inspection through electronic mode only. Members who wish to inspect such documents are requested to send an email to compliance@blsinternational.net mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Regulations”) and in accordance with the MCA Circulars, the Company has engaged Central Depository Services Ltd (“CDSL”) as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically (“remote e-voting”). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
5. This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail address is registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date i.e. **Friday, May 12, 2023**, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (“MCA Circulars”). The Notice shall also be uploaded on the website of the Company i.e. www.blsinternational.com and on the e-voting website of CDSL i.e. <https://evotingindia.com>
6. All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in Note No. 10. As per the MCA Circulars and in view of non-availability of proper postal and courier services, physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.
7. Dispatch of the Notice shall be deemed to be completed on **Monday, May 15, 2023**.
8. E-voting shall commence on **Tuesday, May 16, 2023** at **9.00 A.M. (IST)** and end on **Wednesday, June 14, 2023** at **5.00 P.M. (IST)**. The e-voting module shall be disabled by CDSL for voting thereafter. All the material documents referred to in the notice and explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till last date of voting i.e., **Wednesday, June 14, 2023**

9. The Board of Directors of the Company has appointed Mr. Vijay Yadav partner of M/s AVS & Associates, Practising Company Secretaries, (CP No. 16806) as 'Scrutinizer' for conducting the Postal Ballot process in a fair and transparent manner.

10. **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

- (i) The Company has engaged the services of Central Depository Services Ltd ("CDSL") for the purpose of providing remote e-voting facility to its Members. The voting period begins on **Tuesday, May 16, 2023** and ends on **Wednesday, June 14, 2023**. 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) of **Friday, May 12, 2023** may cast their vote electronically. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL),

	<p>Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co. in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <230512003 - BLS INTERNATIONAL SERVICES LIMITED > on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@bbsinternational.net (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE POSTAL BALLOT NOTICE

Item No. 1:

The Board of Directors based on the recommendation of Nomination and Remuneration Committee, in its meeting held on May 11, 2023 has appointed Mr. Atul Seksaria (DIN: 00028099) as an Additional Director (under the category of Non-Executive and Independent) of the Company w.e.f May 11, 2023, not liable to retire by rotation, subject to the approval of members of the Company. At the Board meeting held on May 11, 2023, the Board decided to seek the approval of the Shareholders.

Mr. Atul Seksaria is a Chartered Accountant and Graduated from B. Com (Hons.) from SRCC, Delhi University and served as senior partner with S.R. Batliboi & Co. LLP (Member Firm of EY Global), Walker Chandiook & Co. LLP (Member firm of Grant Thornton) and S. S. Kothari Mehta & Co. (Member firm of HLB International) and possesses over 35 years of diverse & rich experience in Audit & Consulting. He served as a member of corporate affairs committee of PHD Chamber of Commerce & Industry, Governing Body of Faridabad Chamber of Commerce and Industry and had been associated with the professional activities of ICAI in various manner: currently being part of study group of Subject Matter Experts on Social Stock Exchange constituted by Sustainability Reporting Standards Board and nominated as special invitee in MSME committee of ICAI.

The Company has received from Mr. Atul Seksaria (DIN: 00028099) his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

Further, we would like to state that as per the requirement of the Circular No. LIST/COMP/14/2018-19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders regarding Appointment of Directors by Listed Companies, the Board of Directors and its Nomination and Remuneration Committee while considering the appointment of Mr. Atul Seksaria (DIN: 00028099) as an Additional Director (Non-Executive Independent Director), has verified and confirmed from him that he is not debarred from holding the office of Director pursuant to any SEBI order or Ministry of Corporate Affairs or any other such Authority.

Further, He confirmed that in compliance with the provisions contained under sub rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, he has registered himself with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Atul Seksaria possesses appropriate skills, experience and knowledge and fulfils the conditions for appointment as an Independent Director of the Company as specified in the Act and Rules thereunder and the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. The Board, therefore, recommends the proposal for your approval as Special Resolution for appointment of Mr. Atul Seksaria (DIN: 00028099) as an Independent Director for the term of 5 (five) consecutive years with effect from May 11, 2023 upto May 10 2028 and shall not be liable to retire by rotation

This explanatory statement along with the additional information as per Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India, as annexed herewith as **Annexure-1** may also be regarded as disclosure under the provisions of the Act and the SEBI Listing Regulations.

Further, it is proposed to authorize severally Mr. Shikhar Aggarwal, Joint Managing Director and/or Mr. Dharak Mehta, Company Secretary & Compliance Officer of the Company to complete all the regulatory formalities as prescribed by MCA, ROC, SEBI, Stock Exchanges on which the Company's shares are listed and/or any other regulatory or statutory authority in connection with the issue of bonus shares.

None of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except Mr. Atul Seksaria or his relatives, and except to the extent of their shareholding, if any in the Company, are in any way concerned or interested, financially or otherwise, in the resolution.

Accordingly, the Board recommends the Resolutions No.1 be passed as Special Resolution by the Members of the Company through Postal Ballot, on the terms and conditions set out in the Resolutions.

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

**By Order of the Board
For BLS International Services Limited**

Place: New Delhi
Date: May 11, 2023

**Sd/-
Dharak Mehta
Company Secretary & Compliance Officer
ICSI Membership No.: ACS40502**

Additional Disclosures/Information pursuant Regulation 36(3)(a) of a Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and applicable provisions of Secretarial Standard – 2

Name of the Director	Mr. Atul Seksaria
Designation	Additional Director (Non-Executive Independent Director)
Category	Non-Executive Independent Director
DIN	00028099
Date of Birth	27/06/1962
Nationality	Indian
Age	61 years
Work Experience in functional area	Audit, Finance and consulting
Qualification	Chartered Accountant (CA)
Date of first appointment on the Board	May 11, 2023
Number of shares held in the Company	Nil
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	He has no relationship with other directors, manager and key managerial personnel of the Company
No. of Board Meetings attended during the financial year (FY 2023-24) till the date of postal ballot notice	1
Directorships held in other companies including the Company as on the date of the Postal Ballot Notice	3
Name of listed entities from which the person has resigned in the past three years as Director	Nil
Membership / Chairmanship of Committees of other Boards as on date of the Postal Ballot Notice	Not Applicable
Membership / Chairmanship of Committees of the Company as on date of the Postal Ballot Notice	Mr. Atul Seksaria has member or Chairman in the following committees of BLS International Services Limited w.e.f. May 12, 2023 1. Audit Committee: Chairman

	<p>2. Stakeholders Relationship Committee: Chairman</p> <p>3. Risk Management Committee: Member</p>
<p>Skills and capabilities required for position of Independent Director and the manner in which the proposed person meets such requirements/ justification for choosing the appointees for appointment as Independent Directors</p>	<p>Mr. Atul Seksaria is a Chartered Accountant and possesses over 35 years of diverse & rich experience in accounting, auditing & Consulting and in understanding the intricacies of various laws that are applicable on the Company.</p> <p>Considering the said skill sets and capabilities of Mr. Atul Seksaria, it is considered that he will be the right fit into the business of the Company and he will help the Board in taking the right decisions with his independent judgement and fairness.</p>
<p>Terms and conditions of appointment & Remuneration</p>	<p>Appointed as an Additional Director (Non-Executive Independent Director) on the Board of the Company with effect from May 11, 2023 for a term of five consecutive years and shall not be liable to retire by rotation subject to approval of shareholders of the Company.</p>