

# NOTICE

**NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF BLS INTERNATIONAL SERVICES LIMITED WILL BE HELD ON FRIDAY, THE 23<sup>rd</sup> DAY OF SEPTEMBER, 2016 AT 02:00 P.M. AT INDIAN SOCIAL INSTITUTE AUDITORIUM, 10 INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI – 110003 TO TRANSACT THE FOLLOWING BUSINESSES:-**

## **ORDINARY BUSINESS:**

1. To receive, consider, adopt and approve the Audited Balance Sheet as at 31<sup>st</sup> March 2016 and Profit and loss Account of the Company for the year ended 31<sup>st</sup> March, 2016 together with the Report of the Auditors and Directors thereon along with the Consolidated Balance Sheet as at 31<sup>st</sup> March 2016 and Consolidated Profit and loss Account of the Company for the year ended 31<sup>st</sup> March, 2016 together with the Report of the Auditors thereon.
2. To appoint 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 P. Bholusaria & Co., Chartered Accountants, (FRN: 000468N) being eligible to offer themselves for re-appointment.

## **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, and all other applicable provisions, if any, of the Companies Act, 2013 and any amendment thereto from time to time, pursuant to the recommendation of Nomination & Remuneration Committee of the Board of Directors, the approval of the Company be and is hereby accorded for appointment of Mr. Shikhar Aggarwal (DIN 06975729) as Joint Managing Director of the Company for a period of five years with effect from 17 June, 2016 at a Remuneration of Rs. 75,000/- per month and such other perquisites, as may be decided by the Board from time to time.

**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. Shikhar Aggarwal (DIN 06975729).

**RESOLVED FURTHER THAT** 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 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.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, and all other applicable provisions, if any, of the Companies Act, 2013 and any amendment thereto from time to time, pursuant to the recommendation of Nomination & Remuneration Committee, the approval of the Company be and is hereby accorded for appointment of Mr. Nikhil Gupta (DIN 00195694) as Managing Director of the Company for a period of three years with effect from 13<sup>th</sup> August, 2016 at Remuneration of Rs. 1,00,000/- 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. Nikhil Gupta (DIN 00195694).

**RESOLVED FURTHER THAT** 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 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.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any

one or more Banks, Financial Institutions and other Persons, Firms, Body Corporates, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 500Crores (Rupees Five Hundred Crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Directors of the Company and Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non convertible debentures with or without detachable

or nondetachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1) (c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agencies representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agencies, etc.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior / paripassu / subservient with / to the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

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

“**RESOLVED THAT** pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations from 1 to 120 with the new regulations 1 to 252 and adopted as the Articles of Association of the Company.

**RESOLVED FURTHER THAT** 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 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 **Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015** (including any amendment or modification thereof) and applicable provisions of the Companies Act, 2013 read with relevant Rules thereto [including any statutory modification(s) or re-enactment thereof, for the time being in force] and subject to such other approvals, sanctions as may be required from other authorities under any laws or regulations or guidelines and after such alterations and modifications as may be specified by such other authorities while according the approval or sanction, wherever applicable, approval of the members of the Company be and is hereby accorded to the Board into ongoing related party contracts/arrangements/transactions with M/s. BLS International FZE, a Wholly Owned Subsidiary of the Company, relating to sale, purchase or supply of products, goods or materials or availing or rendering of services and leasing of property of any kind (movable or immovable) up to an amount of Rs.50 Crores (Rupees Fifty Crores Only) for the financial year 2016-17 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 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.”

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

**“RESOLVED THAT** consent of the Members, be and is hereby accorded, in terms of provisions of Section 186 of the Companies Act, 2013 subject to such approvals, as may be required from any other Authority and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities to give loans to any person or other body corporates and to give guarantees or provide securities in connection with a loan

to any other person or body corporate or make investment acquire by way of subscription, purchase or otherwise securities of any other body corporate upto the limit of Rs. 750/- Crores (Rupees Seven Hundred Fifty Crore only), notwithstanding that the aggregate of such loans and guarantees or securities and investments exceeds the limits specified under Section 186 of the Companies Act, 2013, read with the Rules made thereunder.

**RESOLVED FURTHER THAT** the Directors or Company Secretary of the Company, be and are hereby severally authorized to agree, accept and finalize all such terms, conditions, modifications and alterations as it may deem fit including the terms and conditions within the above limits upto which such loans, guarantees, securities, investments may be given, provide or made including power to withdraw, transfer or dispose of such loans, guarantees or securities, investments so made, from time to time, to resolve and settle all questions, difficulties or doubts that may arise in regard to such loans, guarantees or securities, investments and to finalize & execute all agreements, documents and writings and to do all such acts, deeds and things as may be required in this connection.”

**For and on Behalf of the Board  
BLS International Services Limited**

**Prabhat Kumar Srivastava**  
Company Secretary  
Membership No. A26039  
Add: 19-H, Pocket A-3,  
Mayur Vihar III, Delhi 110096

**Date :** 13.08.2016  
**Place :** New Delhi

**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

16<sup>th</sup> September 2016, 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. 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 16<sup>th</sup> September 2016.
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).

**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 20<sup>th</sup> September, 2016 from 09:00 a.m. and ends on 22<sup>nd</sup> September, 2016 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. 16<sup>th</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.

- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> <li>• 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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"> <li>• 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).</li> </ul>

- (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 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) **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.**
- (xix) **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](http://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](mailto: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](mailto: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.
- (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### Other Instructions:

- A.** M/s Neha Seth & Associates, Practicing Company Secretaries (COP No. 12908) 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 evoting, 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 28<sup>th</sup> September 2016 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**

**Prabhat Kumar Srivastava**

Company Secretary

Membership No. A26039

Add: 19-H, Pocket A-3,

Mayur Vihar III, Delhi 110096

**Date :** 13.08.2016

**Place :** New Delhi

#### 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. 3, 4, 5, 6,7,8 & 9 mentioned in the Notice.

##### ITEM NO. 3:

The Board of Directors, at its Meeting held on 17<sup>th</sup> June, 2016 appointed Mr. Shikhar Aggarwal (DIN 06975729) as Additional Director of the Company. The Board appointed him as Joint Managing Director under the Act for a period of five years with effect from 17<sup>th</sup> June 2016 subject to the approval of Shareholders at ensuing Annual General Meeting. Members are requested to approve the appointment of Mr. Shikhar Aggarwal (DIN 06975729) as Joint Managing Director of the Company for a period of five years with effect from 17<sup>th</sup> June 2016.

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

Mr. Shikhar Aggarwal is a Graduate from Delhi University and has been associated with the Company since 2013. He is having around three years of experience in the field

of Management and Leadership Roles. He is responsible for the overall affairs of the Company heading all verticals of the Company. He has successfully handled various business projects in Hongkong and has been responsible for completion of the same.

The Board recommends resolution set out at item No. 3 of the notice for your approval to be passed as Special Resolution. None of the Directors including their relatives are interested or concerned in the Resolution in the Company.

**ITEM NO. 4:**

The Board of Directors, at its Meeting held on 13<sup>th</sup> August, 2016 appointed Mr. Nikhil Gupta Aggarwal (DIN 00195694) as Additional Director of the Company. The Board appointed him as Managing Director under the Act for a period of three years with effect from 13<sup>th</sup> August 2016 subject to the approval of Shareholders at ensuing Annual General Meeting. Members are requested to approve the appointment of Mr. Nikhil Gupta (DIN 00195694) as Managing Director of the Company for a period of three years with effect from 13<sup>th</sup> August 2016.

The brief profile of Mr. Nikhil Gupta is as under:

Mr. Nikhil Gupta is Chartered Accountant by profession and has been on the Board of various Companies. He is having around four decades of experience in the field of Finance, Accounts and Compliances.

The Board recommends resolution set out at item No. 4 of the notice for your approval to be passed as Special Resolution. None of the Directors including their relatives are interested or concerned in the Resolution in the Company.

**ITEM No. 5:**

In view of the potential growth in business of the Company and anticipating the need of additional funds that may be required in the near future, it was considered essential to authorize the Board of Directors of the Company to borrow monies from diverse sources for various business activities/initiatives undertaken by the Company for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores). The Board accordingly recommends the limit to the extent of Rs. 500 Crores (Rupees Five Hundred Crores only) under 180(1) (c) of the Companies Act, 2013 as set out in the Resolution for approval of the Members. The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

None of the Directors including their relatives are interested or concerned in the Resolution in the Company.

**ITEM No. 6:**

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of a Special Resolution. In connection with

the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company. Accordingly, the Board recommends the Special Resolution set forth in Item No.6 of the Notice for approval of the Members.

None of the Directors including their relatives are interested or concerned in the Resolution in the Company.

**ITEM No. 7:**

The Existing regulations 1 to 120 of the Articles of Association are replaced by the new set of regulations 1 to 252 and adopted as new set of Articles of Association as per the requirements of Table F of Schedule I in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed articles of association is available on the website of the company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

None of the Directors including their relatives are interested or concerned in the Resolution in the Company.

**ITEM No. 8**

M/s. BLS International FZE, is a wholly owned subsidiary of BLS International Services Limited and is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and 2 (ZB) of SEBI (LODR) Regulations 2015.

In terms of the proviso to Regulation 23 of SEBI (LODR) Regulations, 2015, 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.

For this purpose, the term "Material transaction" means 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.

Moreover, 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 during the financial year 2016-17 are likely to exceed the threshold prescribed under Regulation 23 of SEBI (LODR) Regulations 2015 and will be considered material and therefore would require the approval of shareholders of the Company by a 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 (LODR), Regulations, 2015 are as follows:

<b>Details required for Omnibus Approval</b>	
<b>S No.</b>	<b>Particulars</b>
1	The name/s of the related party - M/s. BLS International FZE
2	Nature of transaction – Rendering and Availing of Services
3	Period of transaction – One Year
4	Maximum amount of transaction that can be entered into – Rs. 50 Crore
5	The indicative base price/ current contracted price and the formula for variation in the price, if any
6	Such other conditions as they deems fit

#### ITEM No. 9

The Board was informed about the level of investment it is seeking to invest by way of making investments in various types of Securities, giving Loans and Guarantees. The said levels of investments are increasing beyond the limit as prescribed for Board as per Section 186 of Companies Act 2013. Therefore there was requirement of Shareholders Approvals in pursuance of Companies Act, 2013 in order to make further investments. Accordingly resolution set out at Item no. 9 is proposed for the approval of member. And the item is taken as special resolution.

None of the Directors including their relatives are interested or concerned in the Resolution in the Company.

**For and on Behalf of the Board  
BLS International Services Limited**

**Prabhat Kumar Srivastava**  
Company Secretary  
Membership No. A26039  
Add: 19-H, Pocket A-3,  
Mayur Vihar III, Delhi 110096

**Date :** 13/08/2016  
**Place :** New Delhi

#### Details of Directors Seeking regularization at the Annual General Meeting:

<b>Particulars</b>	<b>Mr. Shikhar Aggarwal (DIN 06975729)</b>
Date of Birth	22.02.1991
Qualifications	Graduate from Delhi University
Expertise in specific functional areas	Management and Leadership Roles
Directorships held in other companies (excluding foreign companies)	One K.K. & Sons Estates Private Limited

<b>Particulars</b>	<b>Mr. Shikhar Aggarwal (DIN 06975729)</b>
Memberships/chairmanships of committees of other companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)	None
Number of shares held in the Company	2,00,000

#### Details of Directors Seeking regularization at the Annual General Meeting:

<b>Particulars</b>	<b>Mr. Nikhil Gupta (DIN 00195694)</b>
Date of Birth	06.10.1957
Qualifications	Chartered Accountant from The Institute of Chartered Accountants of India.
Expertise in specific functional areas	Finance, Accounts & Compliances.
Directorships held in other companies (excluding foreign companies)	None
Memberships/chairmanships of committees of other companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)	None
Number of shares held in the Company	NIL

**For and on Behalf of the Board  
BLS International Services Limited**

**Prabhat Kumar Srivastava**  
Company Secretary  
Membership No. A26039  
Add: 19-H, Pocket A-3,  
Mayur Vihar III, Delhi 110096

**Date :** 13/08/2016  
**Place :** New Delhi



**BLS INTERNATIONAL SERVICES LIMITED**

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

**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/ 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 32<sup>nd</sup> Annual General Meeting of the company to be held on **Friday, the 23<sup>rd</sup> Day Of September, 2016 At 2:00 P.M. at Indian Social Institute, Address: 10, Institutional Area, Lodhi Road, New Delhi 110003**, and any adjournment thereof in respect of such resolutions as are indicated below:

Signed this..... day of..... 2016

Signature of shareholder.....

Signature of Proxy holder(s) .....

Affix Revenue Stamp
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**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.**

S. No	Particulars	For*	Against*
1.	Adoption of Annual Accounts and Reports thereon for the Financial Year ended 31 <sup>st</sup> March, 2016		
2.	Re-Appointment of M/s P. Bholusaria & Co., Chartered Accountants, as Statutory Auditors of the Company		
3.	Appointment of Mr. Shikhar Aggarwal as Joint Managing Director of the Company		
4.	Appointment of Mr. Nikhil Gupta as Managing Director of the Company		
5.	Authorisation to Borrow Monies under section under section 180(1)(c) of Companies Act, 2013		
6.	Authorisation for Creation of security on the properties of the Company, both present and future, in favor of lenders under section 180(1)(a) of Companies Act, 2013		



S. No	Particulars	For*	Against*
7.	Authorisation for Alteration of Article of Association of the Company		
8.	Approval for Related Party Transactions		
9.	Approval for Loans and Investments under section 186 of Companies Act, 2016		

**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.



**BLS INTERNATIONAL SERVICES LIMITED**

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

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*	
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Master Folio No.	
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Client ID*	
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NAME AND ADDRESS OF THE SHAREHOLDER:

No. of Share(s) held:

I/We hereby record my/our presence at the Thirty Second ANNUAL GENERAL MEETING of the Company held on Friday, the 23<sup>rd</sup> day of September 2016 at 2.00 P.M. at Indian Social Institute, Address: 10, Institutional Area, Lodhi Road, New Delhi 110003.

Signature of the Shareholder or Proxy

\*Applicable for investors holding shares in electronic form