

12<sup>th</sup> April, 2019

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

**BSE Ltd.,**  
PhirozeJeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

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

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

**Subject: Submission of Corporate Governance Report for the 4<sup>th</sup> Quarter ended March 31<sup>st</sup>, 2019**

Dear Sir/Madam,

We are submitting herewith the Corporate Governance Report under Regulation 27 of the SEBI (LODR) Regulations, 2015 for the 3<sup>rd</sup> Quarter ended 31<sup>st</sup> March, 2019.

You are requested to take the same on your records.

Thanking You,

For BLS International Services Limited

  
Archana Maini  
Authorised Signatory



Encl: Annexure I (Corporate Governance Report)



**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **BLS International Services Limited**  
 2. Quarter ending - **31-Mar-2019**

**i. Composition Of Board Of Director**

T i t l e  ( M r / M s )	Name of the Director	DI N	P A N	Cate gory (Chai rpers on /Execu tive/No n- Execut ive/ Indepe ndent/ Nomin ee)	S u b C a t e g o r y	Dat e of App oint ment	Dat e of ces sati on	T e n u r e	No of Dir ect ors hip in list ed enti ties incl uding this list ed enti ty	No of me mb ers hips in Au dit/ Sta keh old er Co mm itte e(s) incl uding this list ed enti ty	No of post of Chai rper son in Audi t/ Stak ehol der Co mmi tee held in liste d entiti es incl uding this liste d entit y	Me mbe rshi p in Co mmi tees of the Co mpa ny	Remarks
Mr .	NIKHIL GUPTA	0 0 1 9 5 6 9 9 4	AA CP G6 199 A	ED	M D	13- Aug- 2016			1	1	0	AC	
Mr .	SHIKHAR AGGARWAL	0 6 9 7 5 7 2 9	AP EP A9 118 A	ED	M D	17- Jun- 2016			1	1	0	SC	
Mr	KARAN	0	AK	ED	M	13-			1	0	0		



.	AGGARWAL	2 0 3 0 8 7 3	GP A8 293 D		D	Jun- 2017							
Mr	RAM PRAKASH BAJPAI	0 7 1 9 8 6 9 3	AB BP B3 560 G	ID,C, NED		09- Jun- 2015	6 0	1	3	2		AC,SC ,NRC	
Mr	SARTHAK BEHURIA	0 3 2 9 0 2 8 8	AD AP B4 142 K	ID		11- Nov- 2016	6 0	2	4	3		AC,N RC	
Mr	SURINDER SINGH KOHLI	0 0 1 6 9 9 0 7	AA WP K6 879 P	ID		14- Feb- 2017	6 0	5	5	2			
Ms	SHIVANI MISHRA	0 7 2 2 1 5 0 7	BN QP M0 777 A	ID		30- Jun- 2015	6 0	1	2	0		SC,NR C	

Company Remarks	
Whether Permanent chairperson appointed	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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1	RAM PRAKASH BAJPAI	ID	Chairperson	30-May-2016	
2	SARTHAK BEHURIA	ID	Member	11-Nov-2016	
3	NIKHIL GUPTA	ED	Member	11-Nov-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SHIKHAR AGGARWAL	ED	Member	13-Aug-2016	
2	SHIVANI MISHRA	ID	Member	13-Aug-2016	
3	RAM PRAKASH BAJPAI	ID	Chairperson	13-Aug-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date

Company Remarks	
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SARTHAK BEHURIA	ID	Member	11-Nov-2016	
2	RAM PRAKASH BAJPAI	ID	Chairperson	10-Feb-2016	
3	SHIVANI MISHRA	ID	Member	10-Feb-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
12-Nov-2018	12-Feb-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	91



iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	12-Nov-2018	12-Feb-2019	3	Yes
Nomination & Remuneration Committee		12-Feb-2019	3	Yes
Stakeholders Relationship Committee	12-Nov-2018	12-Feb-2019	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	91

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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 100 listed entities) - **Not applicable**
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:

**Name** : Archana Maini  
**Designation** : Company Secretary & Compliance Officer



**ANNEXURE II**

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

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
Details of business	Yes		www.blsinternational.com/
Terms and conditions of appointment of	Yes		www.blsinternational.com/
Composition of various committees of	Yes		www.blsinternational.com/
Code of conduct of board of directors and	Yes		www.blsinternational.com/
Details of establishment of vigil mechanism/	Yes		www.blsinternational.com/
Criteria of making payments to non-	Yes		www.blsinternational.com/
Policy on dealing with related party	Yes		www.blsinternational.com/
Policy for determining 'material' subsidiaries	Yes		www.blsinternational.com/
Details of familiarization programs imparted	Yes		www.blsinternational.com/
Contact information of the designated officials of the listed	Yes		www.blsinternational.com/contact-us.php
email address for grievance redressal and	Yes		www.blsinternational.com/
Financial results	Yes		www.blsinternational.com/
Shareholding pattern	Yes		www.blsinternational.com/
Details of agreements entered into with the media companies and/or	Not Applicable		
New name and the old name of the listed	Not		
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<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)	Yes	
<i>Meeting of Board of directors</i>	17(2)	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 &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes	



<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	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>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	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	

<b>Other Information</b>	
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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**

<b>Other Information</b>	
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**Name** : Archana Maini  
**Designation** : Company Secretary & Compliance Officer



