

NOTICE IS HEREBY GIVEN THAT THE SECOND EXTRA ORDINARY GENERAL MEETING OF FINANCIAL YEAR 2016-17 OF THE MEMBERS OF BLS INTERNATIONAL SERVICES LIMITED WILL BE HELD ON MONDAY 16<sup>TH</sup> JANUARY, 2017 AT 9.30 A.M. AT 912 INDRAPRAKASH BUILDING, 21, BARAKHAMBA ROAD, NEW DELHI – 110001, TO TRANSACT THE FOLLOWING BUSINESS:-

---

**SPECIAL BUSINESS:**

**ITEM NO. I. APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification the following as an **Ordinary resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 and other applicable provisions of the Act, if any, including any statutory modifications, amendments or re-enactments thereof, consent of the Members of the Company be and is hereby accorded to appoint M/s. S S KOTHARI MEHTA & CO. Chartered Accountants, (FRN: 000756N) having office at 146-148 Tribhuvan Complex Ishwar Nagar, Mathura Road, New Delhi – 110065, as Statutory auditor of the company, who shall hold the office as statutory auditor till the conclusion of ensuing Annual General Meeting on such remuneration as may be decided by the Board.

**FURTHER RESOLVED THAT** Mr. Nikhil Gupta (DIN No. 00195694), Managing Director or Mr. Shikhar Aggarwal (DIN No.06975729), Joint Managing Director or Mr. Prabhat Kumar Srivastava, Company Secretary of the Company, be and are hereby severally authorized to execute, sign, necessary documents in relation to the above matter and further to do all such acts, deeds, matters and things as may be required, expedient or incidental for giving effect to this resolution and to file necessary Forms with Registrar of Companies, NCT of Delhi & Haryana.”

By order of the Board of Directors  
FOR BLS INTERNATIONAL SERVICES LTD.



Prabhat Kumar Srivastava  
(Company Secretary)  
Membership No. A26039



**DATE:** 19-12-2016

**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 Monday 9<sup>th</sup> January, 2017, or any proxy appointed by such registered member may attend and vote at the Extraordinary General Meeting as provided under the provisions of the Companies Act, 2013.
4. Electronic copy of the Notice of the aforesaid Extraordinary 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 Extraordinary 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 decided for the purpose of reckoning the number of shareholders eligible to receive notice of EGM is **Friday 16<sup>th</sup> December, 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 Extraordinary General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Securities Limited (CDSL).

**BLS International Services Limited****Corporate Office :**

912, Indra Prakash Building,  
21, Barakhamba Road,  
New Delhi - 110001 (INDIA)  
Ph.: +91-11-23716531  
Fax: +91-11-23755264

**Regd. Office :**

G-4B-1, Extension Mohan  
Co-operative Indl. Estate,  
Mathura Road,  
New Delhi - 110044 (India)  
Website : www.blsinternational.com  
CIN no. L51909DL1983PLC016907



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

The instructions for members for voting electronically are as under:

The instructions for shareholders voting electronically through CDSL are as under:

- I. The voting period begins on Friday 13<sup>th</sup> January, 2017 at 9:00 A.M. and ends on Sunday 15<sup>th</sup> January, 2017 at 5:00 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 i.e. Monday 9<sup>th</sup> January, 2017 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Bank Details in order to login. If 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 viz. BLS International Services Limited 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVII. If Demat account holder has forgotten the same 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. Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
  - 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 they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts 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.

XIX. 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. Ms. Purva Dutta, M/s Purva Dutta & Associates, Company Secretaries (C. P. No. 12753) 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 Friday 20<sup>th</sup> January, 2017 and will be communicated to the designated stock exchanges where the shares of the company are listed.
- D. 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.

**Explanatory statement pursuant to section 102 of the Companies Act, 2013****Item No. 1:**

(i). M/s. P. BHOLUSARIA & CO., Chartered Accountants, (FRN: 000468N) having office at 26/11, Shakti Nagar, Delhi -110007 City has resigned on 08.10.2016 from post of Statutory Auditor of the Company. Hence, for the purpose of Audit of financials of the company, the Audit Committee recommended the Board to appoint M/s. S S KOTHARI MEHTA & CO. Chartered Accountants, (FRN: 000756N), having office at 146-148, Tribhuvan Complex, Ishwar Nagar, Mathura Road, New Delhi – 110065 to be appointed as Statutory Auditor of the company. The Board in their meeting held on 20.10.2016 appointed them as Statutory Auditors, however this appointment was further made subject to shareholders approval of the Company pursuant to the provisions of Section 139 (8) of the Companies Act, 2013. The resolution proposed to be passed as Ordinary Resolution for approval of the shareholders in the meeting

(ii). None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

By order of the Board of Directors

FOR BLS INTERNATIONAL SERVICES LTD.

*Prabhat Kumar Srivastava*

Prabhat Kumar Srivastava  
(Company Secretary)  
Membership No. A26039



DATE: 19-12-2016

PLACE: New Delhi



# **BLS INTERNATIONAL SERVICES LIMITED**

**CIN - L51909DL1983PLC016907; REGD. OFFICE: G-4B-1, EXTENSION, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, MATHURA ROAD, NEW DELHI – 110044; Tel. No. : 011-45795002, Fax: 011-23755264 , Email: [investors@blsinternational.net](mailto:investors@blsinternational.net); Website : [www.blsinternational.com](http://www.blsinternational.com)**

## **Form No MGT-12 Polling Paper**

**[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21 (1)(c) of the Companies (Management and Administration ) Rules, 2014]**

**Name of the Company:** BLS International Services Limited  
**CIN No.** L51909DL1983PLC016907  
**Registered Office:** G-4B-1, Extension, Mohan Co-operative Indl. Estate,  
Mathura Road, New Delhi - 110044

### **BALLOT PAPER**

<b>S.No</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the First Named shareholder (In Block Letters)	
2.	Postal Address	
3.	Registered Folio No / *Client Id No (*Applicable to investors holding shares in dematerialized Form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary Resolution/Special Resolution enumerated below by recording my assent or dissent to the said Resolution in the following manner:

<b>No.</b>	<b>Item No</b>	<b>No of shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent from the Resolution</b>
1.	<b>APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY</b>  To consider and, if thought fit, to pass with or without modification the following as an Ordinary resolution:  “RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 and other applicable provisions of the Act, if any, including any statutory			



# **BLS INTERNATIONAL SERVICES LIMITED**

**CIN - L51909DL1983PLC016907: REGD. OFFICE: G-4B-1, EXTENSION, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, MATHURA ROAD, NEW DELHI – 110044; Tel. No. : 011-45795002, Fax: 011-23755264 ,**

**Email: [investors@blsinternational.net](mailto:investors@blsinternational.net); Website : [www.blsinternational.com](http://www.blsinternational.com)**

	<p>modifications, amendments or re-enactments thereof, consent of the Members of the Company be and is hereby accorded to appoint M/s. S S KOTHARI MEHTA &amp; CO. Chartered Accountants, (FRN: 000756N) having office at 146-148 Tribhuvan Complex Ishwar Nagar, Mathura Road, New Delhi – 110065 as Statutory auditor of the company, who shall hold the office as statutory auditor till the conclusion of ensuing Annual General Meeting on such remuneration as may be decided by the Board.</p> <p><b>FURTHER RESOLVED THAT</b> Mr. Nikhil Gupta (DIN No. 00195694), Managing Director or Mr. Shikhar Aggarwal (DIN no. 06975729), Joint Managing Director or Mr. Prabhat Kumar Srivastava, Company Secretary of the Company, be and are hereby severally authorized to execute, sign, necessary documents in relation to the above matter and further to do all such acts, deeds, matters and things as may be required, expedient or incidental for giving effect to this resolution and to file necessary Forms with Registrar of Companies, NCT of Delhi &amp; Haryana.”</p>			
--	--	--	--	--

Place:  
Date

(Sign of the Shareholder)



# 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*	
----------	--

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

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

NAME AND ADDRESS OF THE SHAREHOLDER:

No. of Share(s) held:

I/We hereby record my/our presence at the Second Extra Ordinary General Meeting of the Company held on Monday , the 16<sup>th</sup> day of January 2017 at 9:30 A..M. at 912, Indraprakash Building, 17 Barakhamba Road, New Delhi - 110001 (India)

Signature of the Shareholder or Proxy

\*Applicable for investors holding shares in electronic form

CUT ALONG



**PROXY FORM**

# BLS INTERNATIONAL SERVICES LIMITED

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

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

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

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

I/We ..... of being a member/members of BLS International Services Limited hereby appoint ..... of ..... or failing him ..... of ..... or failing him ..... or failing him ..... as my/ our proxy to vote for me/us and on my/our behalf at the Second Extra Ordinary General Meeting of the Company held on Monday , the 16<sup>th</sup> day of January, 2017 at 9:30 A.M. at 912, Indraprakash Building, 17 Barakhamba Road, New Delhi – 110001 (India) or at any adjournment thereof.

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

**Affix a  
Revenue  
Stamp**

\* Applicable for investors holding shares in electronic form

Note: The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

