

August 21, 2025

National Stock Exchange of India Ltd., Exchange Plaza, C-1 Block G, Bandra Kurla Complex Bandra [E], Mumbai – 400051	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001
NSE Scrip Symbol: BLS	BSE Scrip Code: 540073

SUBJECT: Intimation of 41st Annual General Meeting for the Financial Year 2024-25

We are pleased to inform you that the **41st Annual General Meeting (41st AGM) of the Members of BLS International Services Limited is scheduled to be held on Tuesday, September 16, 2025 at 3:00 PM (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility to transact the the Ordinary and Special business(es) as set out in the Notice of 41st AGM in compliance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant circulars issued by the MCA and the SEBI, from time to time.**

The Company is providing remote e-voting and e-voting facility at 41st AGM to the members through electronic voting platform of CDSL. Members holding shares either in physical form or dematerialized form as on cut-off date i.e. **September 09, 2025** may cast their votes electronically on the resolutions included in the Notice of 41st AGM. The remote e-voting shall commence from **09:00 a.m. (IST) on September 12, 2025** and shall end at **05:00 p.m. (IST) on September 15, 2025**. The instructions on the process of e-voting, including the manner in which the members holding shares in physical form or who have not registered their e-mail address can cast their vote through e-voting, has been provided as part of Notice of 41st AGM.

Pursuant to Regulation 30 read with para A of part A of Schedule III of the SEBI (LODR) Regulations, 2015, please find enclosed Notice convening the 41st AGM of the Company for the Financial Year 2024- 25.

The Notice and Annual Report are also available on the website of the Company at www.blsinternational.com.

Kindly take the same on record.

For BLS International Services Limited

DHARAK
ARVINDBH
AI MEHTA

Dharak A. Mehta
Company Secretary & Compliance Officer
ICSI Membership No.: FCS12878

Encl.: As above

NOTICE

Notice is hereby given that the Forty First (41st) Annual General Meeting ('AGM') of the Shareholders of BLS International Services Limited ('the Company') will be held on Tuesday, September 16, 2025 at 03:00 P.M. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following business:-

ORDINARY BUSINESS:

1. TO CONSIDER AND ADOPT

- a. Audited standalone financial statements of the Company for the financial year ended March 31, 2025 together with the reports of Board of Directors and Auditors thereon; and
- b. Audited consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the report of Auditors thereon.

2. DECLARATION OF FINAL DIVIDEND

To declare Final Dividend of ₹ 1.00/- (100%) on each paid up equity shares for the financial year ended March 31, 2025.

3. APPOINTMENT OF MR. NIKHIL GUPTA (DIN: 00195694) AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Nikhil Gupta (DIN: 00195694), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. DIWAKAR AGGARWAL (DIN: 00144645), AS CHAIRMAN - EXECUTIVE DIRECTOR AND TO APPROVE PAYMENT OF REMUNERATION FOR THE TERM OF THREE YEARS WITH EFFECT FROM AUGUST 05, 2025

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Companies (Appointment

and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association and subject to Government/other regulatory approvals as may be required from time to time and upon recommendations of Nomination and Remuneration Committee and approved by the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for appointment of Mr. Diwakar Aggarwal (DIN: 00144645) as Chairman - Executive Director Under the category of Key Managerial Personnel of the Company for the term of 3 (three) consecutive years with effect from August 5, 2025, whose office shall be liable to retire by rotation and to pay the minimum remuneration as set out in the explanatory statement annexed to the notice convening the meeting.

RESOLVED FURTHER THAT notwithstanding anything hereinabove stated where in any financial year during the currency of the term of Mr. Diwakar Aggarwal as Chairman - Executive Director of the Company, the Company incurs loss or its profit are inadequate, the Company shall pay to Mr. Diwakar Aggarwal remuneration, as set out in the explanatory statement annexed to the notice convening the meeting, as a minimum remuneration pursuant to the schedule- V of the Act.

RESOLVED FURTHER THAT Board of Directors of the Company (the "Board of Directors" which term shall be deemed to include Nomination and Remuneration committee), be and are hereby authorized to alter, revise and vary the aforesaid remuneration payable from time to time in terms of the limits as per the provisions of the Act, rules thereto and Schedule V of the Act, or any amendment thereto or any re-enactment thereof and the limit as stated in the explanatory statement.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary or Chief Financial Officer of the Company be and are hereby severally authorized to sign and submit necessary papers, documents, forms, etc. with the Registrar of Companies (ROC), NCT of Delhi & Haryana and/or any other authority and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and desirable, for and on behalf of the Company, to give effect to the aforesaid resolution."

5. RE-APPOINTMENT OF MR. NIKHIL GUPTA (DIN: 00195694), MANAGING DIRECTOR FOR ANOTHER TERM OF THREE CONSECUTIVE YEARS AND TO APPROVE PAYMENT OF REMUNERATION FOR THE SAID PERIOD WITH EFFECT FROM FEBRUARY 01, 2026

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, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Articles of Association and regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment (s) thereof, for the time being in force and as recommended by Nomination & Remuneration Committee and approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Nikhil Gupta (DIN : 00195694) as Managing Director, under the category of Key Managerial Personnel of the Company whose office shall be liable to retire by rotation, to pay minimum remuneration, for the period of 3 (three) years with effect from February 01, 2026 and for continuance of his employment as Managing Director notwithstanding that he would during such tenure of his reappointment attains age of 70 years, on the terms & conditions of remuneration as set out in the explanatory statement annexed to the notice convening the meeting.

RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, where, in any financial year during the currency of the term of Mr. Nikhil Gupta as Managing Director of the Company, the Company incurs loss or its profit are inadequate, the Company shall pay to Mr. Nikhil Gupta minimum remuneration, as set out in the explanatory statement annexed to the notice convening the meeting, as a minimum remuneration pursuant to the Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors (the "Board of Directors" which term shall be deemed to include Nomination and Remuneration committee), be and is hereby authorised to vary/ alter/ modify the terms and conditions of said re-appointment, including minimum remuneration in the event of absence or inadequacy of profit in any financial year payable to Mr. Nikhil Gupta, and/ or the agreement in such manner as may be agreed to between the company and Mr. Nikhil Gupta (DIN: 00195694) pursuant to schedule V of the said Act or any amendment(s) and/or any statutory modification(s) thereto, and the limit as stated in the explanatory statement.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary or Chief Financial Officer of the Company be and are hereby severally authorized to sign and submit necessary papers, documents, forms, etc. with the Registrar of Companies (ROC), NCT of Delhi & Haryana and/or any other authority and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and desirable, for and on behalf of the Company, to give effect to the aforesaid resolution.”

6. APPROVAL OF APPOINTMENT OF M/S P.K MISHRA & ASSOCIATES, AS SECRETARIAL AUDITOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment (s) and amendment(s) thereof for the time being in force), and recommendation of Board of Directors of the Company, the approval of the members be and is hereby accorded to appoint M/s. P.K. Mishra & Associates, Practicing Company Secretary (Membership No. FCS - 4305, Firm registration No. S2016DE382600 & Peer Review Certificate No. 2656/2022) as Secretarial Auditor of the Company to hold

office for a term of 5 (five) consecutive years to conduct the Secretarial Audit of the Company from FY 2025-26 to FY 2029-30 at a remuneration as set out in the explanatory statement and out of pocket expenses as may be decided by the Board of Directors from time to time in consultation with the Secretarial Auditor of the Company and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary, expedient or desirable, in order to give effect to this resolution.

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 Company Secretary of the Company.

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

**Sd/-
Dharak Mehta**

Company Secretary &
Compliance Officer
ICSI Membership No. FCS12878

DATE: August 05, 2025

PLACE: New Delhi

Add: G-4B-1, Mathura Road, Extension Mohan
Co-Operative Indl. Estate, New Delhi, 110044
CIN: L51909DL1983PLC016907

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NOTES:

1. Ministry of Corporate Affairs ("MCA") has vide its circular dated September 19, 2024 read with previous circulars issued in this regard (collectively referred to as "MCA Circulars") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for Forty First (41st) AGM shall be the Registered Office of the Company at New Delhi. Instructions for attending the meeting through VC/OAVM and remote e-voting are attached.
2. The Explanatory Statement setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice is annexed hereto pursuant to Section 102 of the Companies Act, 2013 ("Act"). Further, Brief details of the directors, who is being re-appointed, are annexed hereto as "**Annexure A**" as per requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.
3. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since, this AGM is being held pursuant to the MCA circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM, hence the Proxy Form, Attendance Slip and route map are not annexed to this notice.
4. In terms of Sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circulars, Notice of Forty First AGM along with the Annual Report for FY 2024- 2025 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ depositories. Members may note that the Notice and Annual Report for FY 2024- 2025 will also be available on the Company's website at www.blsinternational.com, website of the stock exchanges i.e., BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL i.e. www.evotingindia.com.
5. Members who have not yet registered their email addresses are requested to register the same with their Depository participants in case the shares are held by them in electronic mode and with the RTA of the Company in case the shares are held by them in physical form. However, for limited purposes like receiving the notice of the forthcoming AGM and related documents, members holding shares in electronic mode may register their email addresses with our RTA as per the process given in point II in the e-Voting instructions of the notes to this Notice.
6. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its Board or governing body's resolution/authorisation etc., authorising their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by email on info@avsassociates.co.in through its registered email address with a copy marked to share transfer agent of the Company i.e. Beetal Financial Computer Services Private Limited at beetalrta@gmail.com.
7. The Notice of AGM along with Annual Report 2024-25 is being sent to those members/ beneficial owners whose name appear in the register of members/list of beneficiaries received from the depositories as on Friday, August 08, 2025.
8. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be opened upto 15 minutes after the scheduled start time of the AGM, i.e., from 2:45 P.M. to 3:15 P.M. and will be available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and

Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. In case of joint holders attending the Meeting, only such member whose name appears as first holder in the order of names will be entitled to vote at the AGM.

Dividend Related Information:

11. Members may note that the Board at its meeting held on May 15, 2025, has recommended a final dividend of ₹ 1.00/- per equity share of Face Value of ₹ 1/- each for the financial year 2024-25. The record date for the purpose of final dividend is September 09, 2025. The final dividend, once approved by the members in the ensuing AGM, will be paid within 30 days from the date of declaration, electronically through various online transfer modes to those members who have updated their bank account details. To avoid delay in receiving dividend, members are requested to update their KYC including bank details with their Depository Participant ("DP") (where shares are held in dematerialized mode) and with the RTA of the Company (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.
12. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or the RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Members holding shares in electronic form are, therefore, requested to intimate any change in bank mandate to their DP.
13. SEBI has mandated that with effect from April 1, 2024, dividend to security holders, holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details (postal address with PIN and Mobile Number), bank account details and specimen signature. Accordingly, shareholders are requested to provide or update (as the case may be) their KYC and bank details

with RTA in respect of shares held in physical form. In case of any query, members may write to Company's RTA at beetalrta@gmail.com.

14. Unclaimed Dividends and IEPF:

Dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application the details of which are available at www.iepf.gov.in and sending a physical copy of the same duly signed to the Company and its RTA along with the requisite documents enumerated in the "Web Form IEPF- 5". Members can file only one consolidated claim in a financial year as per the IEPF Rules

15. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/ CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
16. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
17. Those members who have not registered their email addresses and in consequence could not be served the Annual Report for FY 2024 -25 and Notice of Forty First AGM, may temporarily get themselves registered with RTA, for receiving the same. Members are requested to support our commitment to environment protection by choosing

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to receive the Company's communication through email going forward.

18. Members to intimate change in their details:

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

- a. For shares held in electronic mode:** to their DPs
- b. For shares held in physical mode:** to the Company/ RTA in prescribed Form ISR-1 and other forms. [*SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023*]

The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. [*Section 72 of the Act*]

If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.blsinternational.com. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

19. Dematerialization of shares:

SEBI has mandated the Listed Companies to process service requests for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. The Form is available on website of Company at www.blsinternational.com and RTA at www.beetalfinancial.com. [*SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024*]

Request for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities

certificates/ folios; transmission and transposition.

Transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/ RTA for assistance in this regard. [*Regulation 40(1) of the SEBI Listing Regulations*]

20. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company at compliance@blsinternational.net to consolidate their holdings in one folio.
21. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
22. Members seeking any information with regard to the financial statements or any other matters to be placed at the AGM are requested to write to the Company on compliance@blsinternational.net latest by Tuesday, September 09, 2025, from their registered e-mail ID, mentioning their name, DP ID and Client ID/Folio No. The same will be replied by the Company suitably.
23. The Company has been maintaining, inter alia, the following statutory registers at its registered office at New Delhi :
- Register of contracts or arrangements in which directors are interested under Section 189 of the Act.
 - Register of directors and key managerial personnel and their shareholding under Section 170 of the Act.
- In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

24. Dispute Resolution:

SEBI has established a common Online Dispute Resolution

Portal (“ODR Portal - <https://smartodr.in/login>”) to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company’s website at www.blsinternational.com [SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023]

25. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., September 09, 2025, such person may obtain the user id and password from Beetal by email request on beetalrta@gmail.com. A person who is not a member as on the cut-off date shall treat this notice for information purpose only.
26. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to beetalrta@gmail.com for obtaining the Annual Report and Notice of AGM.
27. Instructions for TDS on Dividend and remote e-voting and joining the AGM are as follows:

A) Instruction for TDS on Dividend.

Book Closure: Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2024-25, if approved at the meeting, will be paid within 30 days from the date of the declaration to those eligible members whose names appear:

1. As Beneficial owners at the end of business hours as on September 09, 2025 as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Dematerialized form, and
2. As Members in the Register of Members of the Company in respect of shares held in Physical Form, after giving effect to all valid share transfers in physical form lodged with the Company or its RTA on or before September 09, 2025.
3. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom

they maintain their demat accounts, will be used by the Company for payment of dividend.

4. Members holding shares in physical / electronic form are required to submit their bank account details, if not already registered, as mandated by SEBI.
5. Process for updation of bank account mandate for receipt of dividend electronically:

Physical Holding	Following documents: <ol style="list-style-type: none"> a. Original Cancelled cheque leaf bearing the name of the first shareholder; or b. Bank attested copy of first page of the Bank Passbook/ Statement of Account in original and an original cancelled Cheque (In case of absence of name on the original cancelled cheque or initials on the cheque).
Demat Holding	Please contact your Depository Participant (DP) and register your bank account details in your demat account, as per the process advised by your DP.

6. In case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrants/demand draft to such shareholder by post.
7. Members may note that as per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after April 01, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to shareholders, subject to approval of shareholders in the ensuing AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company.
 - a) All Shareholders are requested to ensure that the below details are completed and/or updated, as applicable, in their respective demat account(s) maintained with the Depository participant(s); or in case of shares held in physical form, with the Company, as on the end of business hours of September 09, 2025.

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Please note that the following details, in case you had already registered with the Company, as available with the Company in the Register of Members/Register of Beneficial Ownership maintained by the Depositories will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions:

- I. Valid Permanent Account Number (PAN).
 - II. Residential status as per the Income Tax Act, 1961 i.e. Resident or Non Resident for FY 2024-25.
 - III. Category of the Shareholder viz. Mutual Fund, Insurance Company, Alternate Investment Fund (AIF) Category I and II, AIF Category
 - IV. Government (Central/State Government), Foreign Portfolio Investor (FPI)/Foreign Institutional Investor (FII): Foreign Company, Others: Individual, Hindu Undivided Family (HUF), Firm, Limited Liability Partnership (LLP), Association of Persons (AOP), Body of Individuals (BOI) or Artificial Juridical Person, Trust, Domestic Company, Foreign Company, etc.
 - Email Address
 - Residential Address
- b) For Resident Shareholders, TDS is required to be deducted at the rate of 10% under Section 194 of the Income Tax Act, 1961 on the amount of dividend declared and paid by the Company in the financial year 2024-25 provided valid PAN is registered by the Shareholder. If the valid PAN is not registered, the TDS is required to be deducted at the rate of 20% under Section 206AA of the Income Tax Act, 1961. However, no tax shall be deducted on the dividends paid to resident individuals if aggregate dividend distributed or likely to be distributed during the financial year does not exceed Rs. 5000.

Even in the cases where the shareholder provides valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income), no TDS shall be deducted.

- c) For Non-resident shareholders, the TDS is required to be deducted at the rate of 20% (plus applicable

surcharge and cess) under Section 195 of the Income Tax Act, 1961. Further, as per Section 90 of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail Tax Treaty benefits, the non-resident shareholders will have to provide the following:

- I. Self-attested copy of the PAN allotted by the Indian Income Tax authorities;
 - II. Self-attested copy of valid Tax Residency Certificate obtained from the tax authorities of the country of which the shareholder is a resident;
 - III. Self-declaration in Form 10F
 - IV. Self-declaration in the attached format certifying:
 - Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2024-25;
 - Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
 - Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2024-25.
- d) Accordingly, in order to enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide these details and documents as mentioned above as on the end of business hours of September 09, 2025. Kindly note that the aforementioned documents are required to be emailed as mentioned below:
- beetalrta@gmail.com; dividend@bbsinternational.net
- e) It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of

the aforementioned details/ documents, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

B) Instruction on E-Voting and Joining AGM

The instructions for shareholders voting electronically are as under:-

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins Friday, September 12, 2025 at 09:00 A.M. and ends on Monday, September 15, 2025 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 September 09, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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 Depository	<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.cdsiindia.com and click on login icon & My Easi New (Token) 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.cdsiindia.com and click on login & My Easi New (Token) 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.cdsiindia.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 Depository	<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 or joining virtual meeting & voting during the meeting. 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), 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 or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 or joining virtual meeting & voting during the meeting.
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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
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings 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	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"> ● 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)	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. <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.

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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant BLS International Services Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if

any uploaded, which will be made available to scrutinizer for verification.

(xvii) **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; info@avsassociates.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available

where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@blsinternational.net. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@blsinternational.net. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same

shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 i.e compliance@blsinternational.net/RTA i.e beetalrta@gmail.com
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.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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 toll free no. 1800 21 09911.

General Instructions:

- A. Mr. Vijay Yadav, Partner of AVS & Associates, Practicing Company Secretary bearing CP No. 16806 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

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of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting and within 2 working days submit a consolidated Scrutinizers' report of the total votes cast in favor or against, if any, to the Chairman or in his absence Company Secretary of the meeting, who shall countersign the same.

- C. The Scrutinizer shall submit his report to the Chairman of the meeting, who shall declare the result of the voting. The results declared along with the Scrutinizer's report shall be placed on the Company's website <https://www.blsinternational.com> and on the website of CDSL <https://www.evotingindia.com/> and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the AGM of the Company.

For and on Behalf of the Board
BLS International Services Limited

Sd/-

Dharak Mehta

Company Secretary &

Compliance Officer

ICSI Membership No. FCS12878

DATE: August 05, 2025

PLACE: New Delhi

Add: G-4B-1, Mathura Road, Extension Mohan
Co-Operative Indl. Estate, New Delhi, 110044
CIN: L51909DL1983PLC016907

EXPLANATORY STATEMENT ANNEXED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 4:

The members are hereby informed that Mr. Diwakar Aggarwal was serving as a Non-Executive Director & Chairman of the Company w.e.f October 29, 2021.

Due to his deep understanding of Company's business operations, strategic initiatives, global service delivery, leadership capabilities, execution-oriented mindset and strong business acumen, Nomination and Remuneration Committee and Board of Directors of the Company at their meeting held on August 05, 2025 has considered, approved and recommended to the shareholders appointment of Mr. Diwakar Aggarwal (DIN: 00144645) as Chairman - Executive Director under the category of Key Managerial Personnel of the Company for the term of 3 (three) consecutive years with effect from August 5, 2025, whose office shall be liable to retire by rotation with the following minimum managerial remuneration as specified in point a, b and c as follows :-

A. REMUNERATION:

a. Fixed Salary

Rs. 30,00,000 (Rupees Thirty Lakhs only) per month including Basic salary, HRA and Special Allowance, etc., and the remuneration shall be subject to revision up to 10% in each year.

b. Other Benefits and Perquisites:

1. Mediciam Insurance Policy, Term Insurance Policy, Personal Accident Insurance Policy as per Company's Policy; and
2. Telephone, mobile and internet facilities; and
3. Chauffer Driven Company Car for business purpose including other expenses but not limited to Fuel cost, Repairs, maintenance and operating and running expenses for the car etc.; and
4. Employer's contribution for Provident Fund; and
5. Superannuation and Gratuity as per Company's policy; and
6. Reimbursement of expenses not forming part of perquisites as per the policy of the Company; and
7. Any other benefits and perquisites as per the HR policy of the Company as applicable; and

c. Commission:

At least 3% of net profits of the Company in any financial year or ₹ 1,50,00,000 (Rupees One Crore Fifty Lakhs Only) in any financial year whichever is higher.

B. MINIMUM REMUNERATION:

Further, the members are also informed that in any financial year during the currency of the tenure of Mr. Diwakar Aggarwal, Chairman - Executive Director of the Company if the Company has no profits or its profits are inadequate, the Company will pay remuneration, by way of Fixed Salary, Commission, Benefits and Perquisites as specified above, as a minimum remuneration, pursuant to Schedule V of the Act.

Furthermore, pursuant to Regulation 17(6)(e)(ii) of SEBI (LODR) Regulations, 2015, fees or compensation payable to promoter executive Director shall require approval of members vide special resolution if proposed remuneration payable to Mr. Diwakar, exceeds the said limit defined in the regulation, computed in accordance with the provisions of Section 198 of the Companies Act.

Moreover, the members are also confirmed that the Company has received from Mr. Diwakar Aggarwal (DIN: 00144645) his consent to act as Director of the Company 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. He is not debarred from holding office of director by virtue of any SEBI order or any other authority. The Company has received notice in writing from a Member under Section 160 of the Act proposing candidature of Mr. Diwakar Aggarwal for the office of Director of the Company.

Mr. Diwakar Aggarwal is a seasoned professional with over 30 years of leadership experience across diverse sectors, including Visa Services, Banking Correspondence and Financial Services. He has also been closely associated with the Group's operations for several years. Considering rich knowledge and varied experience of Mr. Diwakar Aggarwal, the Board was of the opinion that his association as Chairman - Executive Director will continue to benefit the Company. Mr. Diwakar Aggarwal satisfies the conditions specified in Part I of Schedule V of the Companies Act, 2013.

The brief details of Mr. Diwakar Aggarwal, Chairman - Executive Director of the Company, whose designation is being changed required as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, is annexed hereto as "**Annexure A**".

The proposed remuneration package is competitive and benchmarked against Industry Standards for similarly placed roles and on the basis of Mr. Aggarwal's extensive experience and deep industry knowledge. Their leadership has been instrumental in achieving sustained growth and profitability.

The remuneration commensurate with the level of responsibility and complexity of the business.

The statement as required under Section II, Part II of the Schedule V of the Act, with reference to payment of minimum remuneration at Item No. 4 is annexed hereto as "**Annexure B**".

Pursuant to the provisions of Sections 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies Act, the appointment and remuneration of Executive Directors requires approval of the shareholders in General Meeting.

The Board of Directors recommend the passing of the Resolution contained in this Item no. 4 of the accompanying Notice as a Special Resolution.

Except Mr. Diwakar Aggarwal (himself), Mr. Shikhar Aggarwal and their relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their Shareholding in the Company, if any.

ITEM NO. 5:

The members are hereby informed that Mr. Nikhil Gupta (DIN: 00195694) was appointed as Managing Director of the Company, for a period of 3 years upto January 31, 2023. Based on the recommendation of Nomination and Remuneration Committee and Board of Directors, at their Meetings held on August 05, 2022, members had approved re-appointment

of Mr. Nikhil Gupta (DIN: 00195694) as Managing Director for another tenure of three years with effect from February 01, 2023.

Pursuant to the recommendation of Nomination and Remuneration Committee and Subject to the approval of Shareholders at ensuing Annual General Meeting, the Board of Directors, at its meeting held on August 05, 2025, approved re-appointment of Mr. Nikhil Gupta (DIN: 00195694) as Managing Director for another tenure of three years with effect from February 01, 2026 with the following remuneration:

A. Fixed Salary:

The Salary of Rs. 10,00,000/- (Rupees Ten Lakh only) per month including Basic salary, HRA and Special Allowance, etc. and the remuneration shall be subject to revision up to 10% in each year.

B. Other Perquisites and allowances:

Mr. Nikhil Gupta shall also be entitled to other perquisites and allowances like:

1. Perquisite arise from exercise of Stock options granted to him under the Employees Stock Options Schemes of the Company.
2. Mediclaim Insurance Policy, Term Insurance Policy, Personal Accident Insurance Policy as per Company's Policy; and
3. Telephone, mobile and internet facilities; and
4. Chauffeur Driven Company Car for business purpose including other expenses but not limited to Fuel cost, Repairs, maintenance and operating and running expenses for the car etc.; and
5. Employer's contribution for Provident Fund; and
6. Superannuation and Gratuity as per Company's policy; and
7. Reimbursement of expenses not forming part of perquisites as per the policy of the Company;
8. Any other benefits and perquisites as per the HR policy of the Company as applicable; and

B. MINIMUM REMUNERATION:

Further, member are hereby informed that in any financial year during the currency of the tenure of Mr. Nikhil Gupta, Managing Director of the Company, if the Company has no profits or its profits are inadequate, the Company will pay

minimum remuneration, by way of Fixed Salary, Benefits and Perquisites as specified above, pursuant to Schedule V of the Act”.

Mr. Nikhil Gupta will attain the age of seventy years on October 06, 2027. The Company has grown multifold under his leadership and it would be in the interest of the Company that he continues to lead the Company even after he attains the age of seventy years.

Members are requested to approve the re-appointment of Mr. Nikhil Gupta (DIN 00195694) as Managing Director of the Company for another period of three years with effect from February 1, 2026.

Further the Company has received notice in writing from a Member under Section 160 of the Act proposing candidature of Mr. Nikhil Gupta for the office of Director of the Company.

The brief profile of Mr. Nikhil Gupta and other details required as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 is provided in “**Annexure A**” to the Notice.

Mr. Nikhil Gupta has been with BLS since 2020, during his tenure, he has achieved many milestones that have contributed significantly to the company's growth, operational efficiency and market expansion. Prior to joining BLS International, he has been serving as Managing Director and CEO of various manufacturing company for more than a decade, where he was instrumental in its turnaround and subsequent multifold growth to become a leader in its Industry. In his long distinguished career he has travelled extensively across the globe, and attended various Leadership programs in India and overseas.

Considering rich knowledge and varied experience of Mr. Nikhil Gupta, the Board was of the opinion that his association as Managing Director will continue to benefit the Company. Mr. Nikhil Gupta satisfies the conditions specified in Part I of Schedule V of the Companies Act, 2013. Further, Mr. Nikhil Gupta has confirmed that he is not disqualified to act as a Director of the Company and have given his consent for the re-appointment. He is not debarred from holding office of director by virtue of any SEBI order or any other authority.

Pursuant to the provisions of Sections 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V

of the Companies Act, the appointment and remuneration of Executive Director requires approval of the shareholders in General Meeting.

The proposed remuneration package is competitive and benchmarked against industry standards for similarly placed roles, while maintaining internal parity and compliance.

The statement as required under Section II, Part II of the Schedule V of the Act, with reference to payment of minimum remuneration at Item No. 5 is annexed hereto as “**Annexure B**”.

The Board of Directors recommends the resolution at Item No. 5 of the Notice for the approval of members of the Company by way of a Special Resolution.

Except Mr. Nikhil Gupta and his relatives, none of the Directors, Key Managerial Person or their relatives is concerned or interested in this resolution.

ITEM NO.6

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report and further provides that a sole proprietorship firm can be appointed as Secretarial Auditor for not more than one term of five consecutive years subject to obtaining shareholders’ approval at the Annual General Meeting.

Accordingly, the Board of Directors has approved the appointment of M/s. P.K.Mishra & Associates (“PKM”), Company Secretaries, as the Secretarial Auditors of the Company

for a period of five years, commencing from FY 2025-26 till FY 2029-30. The appointment was subject to shareholders' approval at the 41st Annual General Meeting.

While recommending PKM for appointment, the Board evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. The firm was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

PKM is a peer reviewed and a well-established firm of Practicing Company Secretary, registered with the Institute of Company Secretaries of India, New Delhi. The Board believes that his experience of conducting Secretarial Audit of listed and large companies and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance requirements under the Act, Securities and Exchange Board of India Act, 1992 and other applicable laws. The firm's expertise spans corporate advisory, transactional services, litigation, advocacy, and legal due diligence.

The proposed fee for Secretarial Audit is 65,000 (Rupees Sixty Five Thousand only) per annum, plus applicable taxes and other out-of-pocket costs incurred in connection with the audit, subject to annual increase of 10% in audit fee. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by PKM to conduct the audit effectively. Additional fees for statutory certifications and other professional

services has been approved by the Board of Directors in consultation with PKM.

PKM has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of PKM as the Secretarial Auditors of the Company.

The Board of Directors recommends the resolution as set out at Item No.6 of the Notice for approval of Members of the Company by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested in the resolution at Item No. 6 of the accompanying Notice.

For and on Behalf of the Board
BLS International Services Limited

Sd/-
Dharak Mehta
Company Secretary &
Compliance Officer
ICSI Membership No.
FCS12878

DATE: August 05, 2025
PLACE: New Delhi

Add: G-4B-1, Mathura Road,
Extension Mohan
Co-Operative Indl. Estate,
New Delhi, 110044
CIN: L51909DL1983PLC016907

Annexure-A

Information of Director pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of Companies Act, 2013 read with Secretarial Standard- 2

DIN	00144645	00195694
Name	Mr. Diwakar Aggarwal	Mr. Nikhil Gupta
Date of Birth	25/02/1963	06/10/1957
Age	62 Years	67 Years
Qualifications	Graduate in Commerce from University of Delhi.	Graduate in Economic Honors from University of Delhi and associate member of Institute of Chartered Accountant of India.
Brief Profile (including Experience and Expertise in specific functional area)	Mr. Diwakar Aggarwal has over 3 decades of experience in providing technology enabled services to government and citizens with his association with BLS Group since 1983. Established in 1954, the group has diversified into sectors including tech-enabled government services, education, petrochemicals, plastics and infrastructure. Under Mr. Aggarwal's visionary leadership, he founded BLS International, swiftly elevating it to a top three global player in record time.	Mr. Nikhil Gupta, has over 45 years of experience spanning audit, consulting, finance and leadership roles in both multinational corporations and Indian conglomerates. Prior to his tenure at BLS, he served as the Managing Director and CEO of a manufacturing Company for over a decade, orchestrating a remarkable turnaround and driving substantial growth, positioning the Company as an industry leader. With a rich professional history including stints at prestigious organisations like PricewaterhouseCoopers, Novartis India, Raychem RPG and RPG Cables, Mr. Gupta brings a wealth of international perspective garnered from extensive global travel.
Name(s) of the other Companies in which Directorship held	<ol style="list-style-type: none"> 1. Wonder Rock Finance and Investment Pvt. Ltd. 2. Goodwork Finvest Private Limited 3. Trimurti Finvest Private Limited 4. Alpha Plus Credit and Securities Pvt. Ltd. 5. B. L. & Sons Limited 6. Sunil Finvest Private Limited 7. GRA Finvest Private Limited 8. BLS E- Services Limited 	NIL
Membership/Chairmanship Committees in the Company	of NIL	Audit Committee - Member
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in the Explanatory Statement annexed to the Notice.	As mentioned in the Explanatory Statement annexed to the Notice.

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Membership/ Chairmanship of Committees in other Companies	NIL	NIL
Terms and conditions of appointment	As per the resolution and the explanatory statement annexed to the Notice.	As per the resolution and the explanatory statement annexed to the Notice.
Details of remuneration sought to be paid	As mentioned in the Explanatory Statement annexed to the Notice.	As per the resolution and the explanatory statement annexed to the Notice.
Date of first appointment on the Board of the Company	29/10/2021	01/02/2020
Remuneration last drawn, if any	Commission of Rs. 22,05,000 per annum and Sitting fees of Rs. 2,50,000 for FY 2024-25	Rs. 72,72,000 per annum
Listed entities from which the person has resigned in the past three years	No such Companies	No such Companies
No. of Equity Shares held in the Company directly or on a beneficial basis for any other persons	2,36,98,080 directly in his own name	1,50,000 directly in his own name
No. of Board meetings attended during the year held in FY 2024-25	Five (5) out of Five (5) Board meetings held during FY 2024-25.	Five (5) out of Five (5) Board meetings held during FY 2024-25.
Relationship with other directors, Manager, Key Managerial Personnel of the Company	Mr. Diwakar Aggarwal is father of Mr. Shikhar Aggarwal, Joint Managing Director of the Company.	Not Applicable

Annexure-B

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED AS PER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013:

I. GENERAL INFORMATION

- (i) Nature of Industry:** BLS International Services Limited is operating in single segment i.e. Visa outsourcing and other allied services.
- (ii) Date or expected date of commencement of commercial production -** The Company was incorporated on November 07, 1983 and commenced its business on November 17, 1983.
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus -** Not Applicable.
- (iv) Financial performance based on given indicators -**

Particulars	Current Year 31.03.2025	Previous Year 31.03.2024
Revenue from operation	13848.63	11864.22
Other Income	4666.43	3546.26
Total Income	18,515.06	15,410.48
Profit before Interest & finance charges, depreciation & taxation*	4021.87	4800.88
Less: Interest Cost	383.07	147.75
Less: Depreciation	1327.23	631.78
Profit before taxation	2311.57	4,021.35
Total Tax Liability	115.10	320.26
Profit after taxation	2196.47	3,701.09
Total other Comprehensive Income	-22.94	-5.19
Total Comprehensive Income for the year	2173.53	3,695.90

*Profit before interest & finance charges, depreciation & taxation includes other income

- (v) Foreign investments or collaborations, if any -**

During the F.Y. 2024-25, there is no foreign direct investment in the Company except to the extent shares held by FPI/FII acquired through open market. There is no foreign collaboration in the Company.

II. INFORMATION ABOUT THE APPOINTEES

Particulars	Mr. Diwakar Aggarwal	Mr. Nikhil Gupta
Background details	Mr. Diwakar Aggarwal, aged 62 years, is a Commerce Graduate from the University of Delhi, with over 3 decades of experience in various field of business including Visa, Passport and Banking Business Correspondent. He has also having rich expertise in the area of Finance, Corporate Governance and Leadership role etc.	Mr. Nikhil Gupta is a Chartered Accountant with over 44 years of experience in audit, consulting, finance and leadership roles for both MNCs and Indian conglomerates. Prior to joining BLS, he served as the Managing Director and CEO of a manufacturing company for over a decade, where he was instrumental in turning it around and subsequently growing it multifold to become an industry leader. He has also been associated with Pricewaterhouse Coopers, Novartis India, Raychem RPG and RPG Cables. He has traveled around the world and brings an international perspective to the Company. He holds a degree in Economics (honors) from Delhi University and is an associate member of the Institute of Chartered Accountants of India (merit list).
Past remuneration	During the F.Y. 2024-25, the Company has paid of Rs. 22.05 Lakhs per annum and Sitting fees of Rs. 2.5 Lakhs.	During the F.Y. 2024-25, the Company has paid of Rs. 72.72 Lakhs per annum.
Recognition or awards	NIL	NIL
Job Profile and suitability	Mr. Diwakar Aggarwal as the Chairman of the Company, is oversee not only Business operation of the Company but also Corporate Governance and Compliance requirement of the Company.	Mr. Nikhil Gupta as the Managing Director of the Company, is oversee not only the day to day management of the Company but also the incorporation, financing, development, operation and management of the various projects.

Particulars	Mr. Diwakar Aggarwal	Mr. Nikhil Gupta
<p>Remuneration proposed:</p>	<p>The remuneration proposed to be paid are as follows-</p> <p>A. Fixed Salary:</p> <p>Rs. 30,00,000 (Rupees Thirty Lakhs only) per month including Basic salary, HRA and Special Allowance, etc., and the remuneration shall be subject to revision up to 10% in each year.</p> <p>B. Other Benefits and Perquisites:</p> <ol style="list-style-type: none"> 1. Medclaim Insurance Policy, Term Insurance Policy, Personal Accident Insurance Policy as per Company's Policy; and 2. Telephone, mobile and internet facilities; and 3. Chauffer Driven Company Car for business purpose including other expenses but not limited to Fuel cost, Repairs, maintenance and operating and running expenses for the car etc.; and 4. Employer's contribution for Provident Fund; and 5. Superannuation and Gratuity as per Company's policy; and 6. Reimbursement of expenses not forming part of perquisites as per the policy of the Company; 7. Any other benefits and perquisites as per the HR policy of the Company as applicable; and <p>C. Commission:</p> <p>At least 3% of net profits of the Company in any financial year or Rs. 1,50,00,000 (Rupees One crores Fifty Lakh Only) in any financial year whichever is higher.</p> <p>MINIMUM REMUNERATION:</p> <p>In any financial year during the currency of the tenure of Mr. Diwakar Aggarwal, Chairman - Executive Director of the Company, if the Company has no profits or its profits are inadequate, the Company will pay minimum remuneration, by way of Fixed Salary, Commission, Benefits and Perquisites as specified above, pursuant to Schedule V of the Act.</p>	<p>The remuneration proposed to be paid are as follows-</p> <p>A. Fixed Salary:</p> <p>The Salary of Rs. 10,00,000/- (Rupees Ten Lakh only) per month including Basic salary, HRA and Special Allowance, etc., and the remuneration shall be subject to revision up to 10% in each year.</p> <p>B. Other Benefits and Perquisites:</p> <ol style="list-style-type: none"> 1. Perquisite arise from exercise of Stock options granted to him under the Employees Stock Options Schemes of the Company. 2. Medclaim Insurance Policy, Term Insurance Policy, Personal Accident Insurance Policy as per Company's Policy; and 3. Telephone, mobile and internet facilities; and 4. Chauffer Driven Company Car for business purpose including other expenses but not limited to Fuel cost, Repairs, maintenance and operating and running expenses for the car etc.; and 5. Employer's contribution for Provident Fund; and 6. Superannuation and Gratuity as per Company's policy; and 7. Reimbursement of expenses not forming part of perquisites as per the policy of the Company; 8. Any other benefits and perquisites as per the HR policy of the Company as applicable; and <p>MINIMUM REMUNERATION:</p> <p>In any financial year during the currency of the tenure of Mr. Nikhil Gupta, Managing Director of the Company, if the Company has no profits or its profits are inadequate, the Company will pay minimum remuneration, by way of Fixed Salary, Benefits and Perquisites as specified above, pursuant to Schedule V of the Act.</p>

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Particulars	Mr. Diwakar Aggarwal	Mr. Nikhil Gupta
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration commensurate with size and nature of the business of the Company and the responsibilities of Mr. Diwakar Aggarwal. The remuneration does differ from Company to Company in the industry depending of the respective operations.	The proposed remuneration commensurate with size and nature of the business of the Company and the responsibilities of Mr. Nikhil Gupta. The remuneration does differ from Company to Company in the industry depending of the respective operations.
Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any:	Apart from the remuneration paid to him as a Chairman as stated above and his respective shareholding held directly or indirectly in the Company and Mr. Diwakar Aggarwal being the Father of Mr. Shikhar Aggarwal, the Director do not have any other pecuniary relationship directly or indirectly with the Company and its Managerial Personnel.	Apart from the remuneration and perquisites paid to him as Managing Director as stated above and his respective shareholding held directly or indirectly in the Company, the Director do not have any other pecuniary relationship directly or indirectly with the Company and its managerial personnel.

III. OTHER INFORMATION

(i) Reasons of loss or inadequate profits

The coronavirus pandemic has crippled not only India's but also global economy. Like many industries, the Tour and Travels industry too has been hit hard. Due to geopolitical tensions & conflicts, war, health challenges related to COVID-19 and economic uncertainties could weigh on tourism's recovery in the months ahead that too impacted the business of the Company. BLS international Services Limited being part of the said industry, may be suffered major disruption in its operations across the globe, which may be resulted into having inadequate profit/ loss in future to making payment of the managerial remuneration under Section 197 and any other applicable section and schedule V of the Companies Act, 2013.

Therefore, the Company is passing a Special Resolutions pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to Coronavirus pandemic and other economic slowdown reasons etc. during the period for which managerial remuneration is payable to Non-Executive Director of the Company under the Companies Act, 2013 read with schedule V of the Act.

(ii) Steps taken or proposed to be taken for improvement

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium service provider, powerful brand and across globe visa application centres are also expected to enable the Company to position itself during adversities. The Company has also strategically planned to enhance provision of service and increase profits and has put in place measures to reduce cost and improve the bottom-line.

(iii) Expected increase in productivity and profits in measurable terms

The Company is conscious about improvement in performance of the Company and undertakes constant measures to improve the same. However, it is difficult in present scenario to predict profits in measurable terms. For the year ended March 31, 2025, net profit stood at Rs. 2683.76 Lakhs as per Section 198 of Companies Act, 2013.

IV. DISCLOSURES

All the relevant information as are required to be disclosed in the Board of Directors' Report under the heading "Corporate Governance" enclosed to the Annual Report 2024-25.

Registered Office: G-4B-1, Mathura Road,
Extension Mohan Co-Operative Indl. Estate,
New Delhi - 110044
CIN: L51909DL1983PLC016907

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

Place: New Delhi
Date: August 05, 2025

**Sd/-
Dharak Mehta**
Company Secretary & Compliance Officer
ICSI Membership No. FCS12878

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