



BS Limited

(Formerly BS TransComm Ltd.)

504, Trendset Towers, Road No. 2, Banjara Hills, Hyderabad - 500 034, Andhra Pradesh, India.

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POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s)

NOTICE is hereby given pursuant to Section 192A (2) of the Companies Act, 1956, read with (Passing of the Resolution by Postal Ballot) Rules, 2011 as amended from time to time, that the following Resolutions in terms of the provisions of the Companies Act, 1956, seeking the Shareholders' approval for Sub Division of the Shares of the Company and making the consequent changes in the Memorandum of Association of the Company are proposed to be passed by Postal Ballot.

Pursuant to Section 102 of the Companies Act, 2013, an Explanatory Statement pertaining to the Resolution(s), setting out all material facts along with a Postal Ballot Form and Postage Prepaid-Self-addressed envelope, is annexed herewith for your consideration.

The Company has appointed Mr. Y. Koteswara Rao, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the Form (no other Form or photocopy thereof is permitted), duly completed, in the enclosed postage prepaid-self-addressed envelope, so as to reach the Scrutinizer at the address mentioned on the self-addressed envelope, on or before close of working hours of Monday, the 6th day of January, 2014 i.e., the last date for the receipt of the completed Postal Ballot Forms.

The Scrutinizer will submit his report to the Chairman of the Company, upon completion of the Scrutiny of Postal Ballots in a fair and transparent manner. The result of Postal Ballot will be announced by the Chairman on Friday, the 10th day of January, 2014 at the Registered Office of the Company. The Result of the Postal Ballot will also be posted on the Company's website www.bslimited.in besides communicating to the BSE Limited and National Stock Exchange of India Limited. The result of the Postal Ballot shall also be announced through Newspaper advertisement.

Members may please note that the date of Declaration of the Results of the Postal Ballot shall be the date on which the Resolutions would be deemed to have been passed by the Members, if approved by requisite majority.

PROPOSED RESOLUTIONS:

1. Sub-Division of Shares 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 provisions of Section 94 and other provisions, if any, of the Companies Act, 1956, or any statutory modification(s), amendment or re-enactment thereof and Article 9 of the Articles of Association of the Company and subject to such approvals, permissions, and sanctions, if any, as may be necessary from any concerned authorities, each Equity Share of the Company having a Nominal Face Value of Rs.10/- (Rupees Ten only) each fully paid-up, be sub-divided into 10 (Ten) Equity Shares of the Nominal Face Value of Re.1/- (Rupee One only) each fully paid-up and the relevant Capital Clauses in the Memorandum of Association of the Company be and is hereby accordingly altered."

"RESOLVED FURTHER THAT upon Sub-division of the Equity Shares of the Company as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing Share Certificate(s), directly issue and despatch the new Share Certificate(s) of the Company, in lieu of such existing Share Certificate(s) subject to the provisions laid down in the Companies (Issue of Share Certificates) Rules, 1960 and the Articles of Association of the Company and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division."

"RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board", which expression shall also include a Committee thereof) be and is hereby authorised to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers to Shareholder's Committee or any other Committee of Directors of the Company as it may deem appropriate in this regard."

2. Alteration of Memorandum of Association of the Company.

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

"RESOLVED THAT on the resolution for Sub-Division of the Nominal Face Value of Equity Shares being duly passed and becoming effective as stated in the Resolution as set out at Item No. 1 of the Notice of Postal Ballot and in accordance with provisions contained in Section 16 and other provisions, if any, of the Companies Act, 1956, or any statutory modification(s), amendment or re-enactment thereof, the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by deletion of the existing Clause V and by substitution thereof by the following clause:

V. The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Re. 1/- (Rupee One only) each with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

By order of the Board
For BS Limited

Sd/-
(Rajesh Agarwal)
Managing Director

Date : November 14, 2013

Place : Hyderabad

NOTES

- The Explanatory Statement for the proposed Special Resolution mentioned above pursuant to Section 102 of the Companies Act, 2013 read with Section 192A(2) of the Companies Act, 1956 setting out material facts is appended herein below.
- The Notice will be despatched to all the Members by post whose names appear in the Register of Members / Record of Depositories as on Friday, the 15th day of November, 2013.
- The Board of Directors of the Company, at its Meeting held on 14th November, 2013, has appointed Sri Y. Koteswara Rao, Practicing Company Secretary as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The Postal ballot form and the Self-addressed postage prepaid envelope are enclosed for use of the members.
- You are requested to carefully read the instructions printed in the Postal Ballot form and return the form duly completed with the Assent (for) or Dissent (against) in the attached postage prepaid envelope so as to reach the Scrutinizer on or before Monday, 6th January, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence the members are requested to send the duly completed postal ballot forms well before 6th January, 2014 providing sufficient time for postal transit.
- Members who are holding shares in electronic form are requested to notify any correction / change in their name / address including PIN CODE number immediately to the Depository participant. In the event of non-availability of Members' latest address either in Company's records or in Depository Participant's records, members are likely to miss notices and other valuable correspondence sent by the Company.
- Members who hold shares in physical form are requested to notify any change in their particulars like change in address, bank particulars, etc., to our Registrars viz., M/s. Karvy Computershare Private Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081, Andhra Pradesh.
- Members are requested to kindly mention their Folio Number / Client ID Number (in case of Demat shares) in all their correspondence with the Company's Registrar in order to reply to their queries promptly.

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 1 & 2:

The Equity Shares of the Company are listed and actively traded on the BSE Limited (BSE) and The National Stock Exchange of (India) Limited (NSE). The market price of the Company has witnessed significant increase over the last few years. In order to facilitate affordability of the Company's Shares for investors at large and to enhance the liquidity of the Company's Equity Shares in the Stock Market, it is proposed to Sub divide / Split the Nominal Face Value of the Equity Shares of the Company from Rs. 10/- (Rupees Ten only) to Re. 1/- (Rupee One only).

After the approval by the members, the Board of Directors (or a Committee thereof) of the Company will fix a Record Date for the aforesaid Sub-Division.

At present, the Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each. The Issued, Subscribed and Paid-up Share Capital of the Company is divided into 4,38,76,498 (Four Crores Thirty Eight Lakhs Seventy Six Thousand Four Hundred and Ninety Eight only) Equity Shares of Rs. 10/- (Rupees Ten only) each amounting to Rs. 43,87,64,980/- (Rupees Forty Three Crores Eighty Seven Lacs Sixty Four Thousand Nine Hundred and Eighty only).

The resolution as set out in Item No. 2 of the Notice for altering Clause V of the Memorandum of Association ("MOA") of the Company are to reflect the corresponding changes in the Capital Clause of the Memorandum of the Company, consequent to the proposed Sub-Division of each existing Equity Share of Rs. 10/- (Rupees Ten only) in to 10 (Ten) Equity Shares of Re. 1/- (Rupee One) each.

Accordingly, your Directors recommend the Resolutions as set out in Item Nos. 1 and 2 of the Notice for approval of the Shareholders.

A copy of the Memorandum and Articles of Association of the Company along with the proposed alterations, deletions and / or modifications is available for inspection at the Registered Office of the Company during working hours between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and Public Holidays till the conclusion of the Postal Ballot.

The Directors of your Company are interested in this Resolution to the extent of their respective shareholdings in the Company.

By order of the Board
For BS Limited

Sd/-
(Rajesh Agarwal)
Managing Director

Date : November 14, 2013
Place : Hyderabad

Encl:- 1. Postal Ballot Form
2. Self-Addressed Postage Pre-Paid Envelope



BS Limited

(Formerly BS TransComm Ltd.)

504, Trendset Towers, Road No. 2, Banjara Hills, Hyderabad - 500 034, Andhra Pradesh, India.

POSTAL BALLOT FORM

Serial No:

1. Name and Registered Address of the Sole :
/ First named Member (in BLOCK LETTERS)
2. Name(s) of the joint Member(s), if any :
(in BLOCK LETTERS)
3. Registered Folio No./DP ID / Client ID* :
*Applicable to investors holding shares in
Dematerialized form
4. Number of Shares held :
5. I/We hereby exercise my / our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

S. No.	Description	No. of Shares	I / We ASSENT to the Resolution (FOR)	I / We DISSENT to the Resolution (AGAINST)
1.	Ordinary Resolution for Split / Sub Division of Shares of the Company.			
2.	Special Resolution for Alteration of Memorandum of Association of the Company.			

Date :

Place :

Signature of the Member
(Refer Instruction No. 4 below)

Note: Please read the instructions carefully before exercising your vote.

INSTRUCTIONS FOR VOTING

1. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Form and return the same duly completed in the enclosed Self-addressed Postage Pre-paid Business Reply Envelope to the Scrutinizer. Postage on Self-addressed Pre-paid Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by Courier or by Registered Post at the expense of the Registered Member will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the Registered Office of the Company. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than the close of business hours i.e., 5.00 pm on Monday, the 6th day of January, 2014. Postal Ballot Form(s) received after this date and time will be treated as if the reply from the Member has not been received.
2. The Postal Ballot Form should be completed and signed by the Member. Any unsigned Postal Ballot Form will be rejected.
3. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an Attorney; in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
4. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the Postal Ballot Form shall be accepted only if the same is accompanied by a Certified True Copy of the Board Resolution / Authority together with the specimen signature(s) of the duly Authorised Signatory (ies).
5. Member neither needs to use all his / her votes nor needs to cast all his / her votes in the same way.
6. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. Postal ballot form bearing tick mark (✓) in both the column will render the form invalid.
7. Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a Proxy.
8. Voting Rights shall be reckoned on the Paid up Value of shares registered in the name of the Member as on Friday, the 15th day of November, 2013.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
10. Members are requested not to send any other paper(s) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all postal ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
12. The Resolution, if assented by requisite majority, shall be considered as passed on Monday, the 10th day of January 2014 (i.e. the date of declaration of the Postal Ballot Result).

