

QUARTERLY INTEGRATED FILING (GOVERNANCE)

Compliance Report on Corporate Governance to be submitted by a listed entity on a quarterly basis

1. Name of the Listed Entity: **BLS International Services Limited**

2. Quarter ending: **March 31, 2025**

I. Composition of Board of Directors												
Title (Mr. / Ms.)	Name of the Director	DIN	Category (Chairperson/Executive/non-executive/independent/Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [with reference to Reg 17A]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to reg 17A(1)] & reg. 17A(2)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Reg 26(1) of the LODR)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Reg 26(1) of the LODR)
Mr.	Diwakar Aggarwal	00144645	Non-Executive-Non-Independent Director	29-Oct-2021	29-Oct-2021			25-Feb-1963	2	0	0	0
Mr.	Shikhar Aggarwal	06975729	Executive Director	17-June-2016	17-06-2024			22-Feb-1991	2	0	2	0
Mr.	Karan Aggarwal	02030873	Executive Director	13-Jun-2017	13-Jun-2023			08-Oct-1986	1	0	1	0
Mr.	Nikhil Gupta	00195694	Executive Director	01-Feb-2020	01-Feb-2023			06-Oct-1957	1	0	1	0
Mr.	Ram Sharan Prasad Sinha	00300530	Non-Executive-Independent Director	17-Aug-2021	17-Aug-2021		43.15	21-Sep-1951	1	1	0	0
Mr.	Sarthak Behuria	03290288	Non-Executive-Independent Director	11-11-2016	11-11-2021		100.20	02-03-1952	3	3	3	1
Ms.	Shivani Mishra	07221507	Non-Executive-Independent Director	30-06-2015	01-07-2020		117.01	22-11-1989	2	2	5	0

Mr.	Atul Seksaria	00028099	Non-Executive-Independent Director	11-05-2023	11-05-2023		22.21	27-06-1962	2	2	6	4
-----	---------------	----------	------------------------------------	------------	------------	--	-------	------------	---	---	---	---

Whether Regular chairperson appointed	Yes
Whether Chairperson is related to managing director or CEO	No
<p>*PAN number of any director would not be displayed on the website of Stock Exchange *Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>	

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/ Nominee)^{&}	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Atul Seksaria	Chairperson-Non-Executive- Independent Director	12-05-2023	
		2. Sarthak Behuria	Non-Executive-Independent Director	11-11-2016	
		3. Shivani Mishra	Non-Executive-Independent Director	21-10-2019	
		4. Nikhil Gupta	Executive Director	01-01-2020	
2. Nomination & Remuneration Committee	Yes	1. Sarthak Behuria	Chairperson-Non-Executive- Independent Director	12-05-2023	
		2. Ram Sharan Prasad Sinha	Non-Executive-Independent Director	03-02-2022	
		3. Shivani Mishra	Non-Executive-Independent Director	10-02-2016	
3. Risk Management Committee	Yes	1. Sarthak Behuria	Chairperson-Non-Executive- Independent Director	08-08-2018	
		2. Atul Seksaria	Non-Executive-Independent Director	12-05-2023	
		3. Shikhar Aggarwal	Executive Director	08-08-2018	
4. Stakeholders Relationship Committee	Yes	1. Atul Seksaria	Chairperson-Non-Executive- Independent Director	12-05-2023	
		2. Shikhar Aggarwal	Executive Director	13-08-2016	
		3. Shivani Mishra	Non-Executive-Independent Director	13-08-2026	
5. Corporate Social Responsibility Committee	Yes	4. Ram Sharan Prasad Sinha	Non-Executive-Independent Director	03-02-2022	
		2. Shivani Mishra	Non-Executive-Independent Director	03-02-2022	
		3. Karan Aggarwal	Executive Director	03-02-2022	
6. Business & Finance Committee	Yes	1. Diwakar Aggarwal	Non-Executive-Independent Director		
		2. Nikhil Gupta	Executive Director		
		3. Shivani Mishra	Non-Executive-Independent Director		

*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors					
Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
11-02-2025	Yes	8	4	11-11-2024	91
* to be filled in only for the current quarter meetings					

IV. Meeting of Committees						
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors' present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee	11-02-2025	Yes	4	3	06-12-2024	66
					11-11-2024	23
					18-10-2024	24
Risk Management Committee	Nil	--	--	--	24.10.2024	NA
Stakeholders Relationship Committee	11-02-2025	Yes	3	2	Nil	109
Nomination and Remuneration Committee	Nil	--	--	--	11.11.2024	NA
Corporate Social Responsibility	Nil	--	--	--	11.11.2024	NA
* to be filled in only for the current quarter meetings						

Annexure 1

V. Affirmations

Sr. No.	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & Remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders Relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk Management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

DETAILS OF CYBER SECURITY INCIDENCE

Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event	Brief details of the event
NA	NA

Annexure II

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

I. Disclosure on website in terms of Listing Regulations

Sr. No	Item	Compliance status (Yes/No/NA)	Web address
1.1	Details of business	Yes	www.blsinternational.com/profile
1.2	Memorandum of Association and Articles of Association	Yes	https://www.blsinternational.com/Memorandum-and-Article-of-Association
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	https://www.blsinternational.com/board-of-directors
2	Terms and conditions of appointment of independent directors	Yes	www.blsinternational.com/appointment-letters-of-directors
3	Composition of various committees of board of directors	Yes	www.blsinternational.com/composition-of-board-committees
4	Code of conduct of board of directors and senior management personnel	Yes	www.blsinternational.com/bls-policies
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.blsinternational.com/bls-policies
6	Criteria of making payments to non-executive directors	Yes	www.blsinternational.com/assets/pdf/policies/NOMINATION-AND-REMUNERATION-POLICY.pdf
7	Policy on dealing with related party transactions	Yes	www.blsinternational.com/bls-policies
8	Policy for determining 'material' subsidiaries	Yes	www.blsinternational.com/bls-policies
9	Details of familiarization programmes imparted to independent directors	Yes	www.blsinternational.com/bls-policies
10	Email address for grievance redressal and other relevant details	Yes	www.blsinternational.com/contact-us
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.blsinternational.com/contact-us
12	Financial results	Yes	https://www.blsinternational.com/financial-reports
13	Shareholding pattern	Yes	www.blsinternational.com/shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	NA	NA

15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.blsinternational.com/corporate-announcements https://www.blsinternational.com/corporate-presentation
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	https://www.blsinternational.com/transcript
16	New name and the old name of the listed entity	NA	NA
17	Advertisements as per Regulation 47(1)	Yes	https://www.blsinternational.com/announcements
18	Credit rating or revision in credit rating obtained	Yes	https://www.blsinternational.com/announcements
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.blsinternational.com/financial-reports
20	Secretarial Compliance Report	Yes	https://www.blsinternational.com/annual-secretarial-compliance-report
21	Materiality Policy as per Regulation 30 (4)	Yes	www.blsinternational.com/bls-policies
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.blsinternational.com/investor-services
23	Disclosures under regulation 30(8)	Yes	https://www.blsinternational.com/corporate-announcements
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	www.blsinternational.com/bls-policies
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.blsinternational.com/shareholder-general-meeting
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes	https://www.blsinternational.com/bls-policies
27	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.blsinternational.com/sebi-regulation
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://www.blsinternational.com/

Annexure II

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes

Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee meeting	21(3B)	Yes
Gap between the meetings of the Risk Management Committee	21(3C)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Additional Half-yearly disclosure

Applicability of the Disclosure : Yes

I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six-months (taking into account any invocation)
Promoter or any other entity controlled by them	Not applicable	Nil	Nil
Promoter Group or any other entity controlled by them	Not applicable	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Not applicable	Nil	Nil
KMPs or any other entity controlled by them	Not applicable	Nil	Nil

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Not applicable	Nil	Nil
Promoter Group or any other entity controlled by them	Not applicable	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Not applicable	Nil	Nil
KMPs or any other entity controlled by them	Not applicable	Nil	Nil
(D) Additional Information			
Affirmations			Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			NA

Signatory Details
Name – Dharak Mehta
Designation – Company Secretary & Compliance Officer
Place - Delhi
Date – April 29, 2025

B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1.	BLS International Jordan	03-01-2025	0.00%	100.00%	100.00%
2.	Visametric Albania SHPK	30-01-2025	0.00%	100.00%	100.00%

D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
-	-	-	-	-	-

E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
-	-	-	-	-

Name: Dharak Mehta

Designation: Company Secretary & Compliance Officer