

BSL LIMITED

CORPORATE IDENTITY NUMBER (CIN) L24302RJ1970PLC002266

Registered Office: 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 (Rajasthan) Phone: + 91-1482-249101 to 249102, + 91-1482-245000

Corporate Office: Bhilwara Towers, A-12, Sector – 1, Noida – 201301 (U.P.) Phone: : +91-120-4390300 (EPABX), Fax: +91-120-4277841

E-mail: accounts@bslsuitings.com, Website: www.bslltd.com

NOTICE is hereby given that the 48th Annual General Meeting (“AGM”) of the members of BSL LIMITED will be held on Thursday, 12th September, 2019 at 11.00 A.M. at Registered Office of the Company at 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 (Rajasthan) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Shekhar Agarwal (DIN: 00066113) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To ratify the payment of Remuneration to the Cost Auditors for the Financial Year 2019-20 and in this regard, to consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 1,00,000/- (Rs. One Lakh only) plus tax, as applicable and reimbursement of actual out of pocket expenses, to be paid to M/s N. D. Birla & Co. (Firm Registration No 000028) Cost Accountants, as Cost Auditors to conduct the audit of the cost records maintained by the Company, for the financial year 2019-20, as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To approve Material Related party transactions and in this regard, to consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 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 subject to compliances of all other applicable laws and regulations, and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the Members of the Company do hereby ratify as also accord further approval to the Board of Directors of the Company (hereinafter referred to as the “Board” which term

shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/ or carrying out and/or continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with RSWM Limited, being a related party, whether by way of renewal(s) or extension(s) or modification(s) of earlier contract/arrangements/ transactions or otherwise, with respect to (i) Sales, purchase or supply of any goods, materials (ii) Availing or rendering of any services (iii) Leasing of Property of any kind (iv) Expenses Payable/ Receivable and (v) Group employees Mediclaim Policy premium payable/ receivable for the financial year 2019-20 and including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period.”

“**RESOLVED FURTHER THAT** the Members of the Company do hereby ratify as also accord further approval to the Board to sign and execute all such documents, agreements and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Company, to give effect to this resolution.”

5. To re-appoint Shri Sushil Jhunjunwala (DIN: 00082461) as an Independent Director for a second term of five years and in this regard, to consider and if thought fit, to pass following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called the Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 16th May, 2019, approval of the Members of the Company be and is hereby accorded for continuation of appointment of Shri Sushil Jhunjunwala (DIN: 00082461) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office

for a second term of 5 (five) years on the Board of the Company i.e. upto 31st March, 2024.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

6. To re-appoint Shri Amar Nath Choudhary (DIN: 00587814) as an Independent Director for a second term of five years and in this regard, to consider and if thought fit, to pass following resolutions as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 Regulation 17(1A) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 16th May, 2019, approval of the Members of the Company be and is hereby accorded for continuation of appointment of Shri Amar Nath Choudhary (DIN: 00587814) and who has attained the age limit of 75 years on 06/03/2019 who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (five) years on the Board of the Company i.e. upto 31st March, 2024.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

7. To re-appoint Smt. Abhilasha Mimani (DIN: 06932590) as an Independent Director for a second term of five years and in this regard, to consider and if thought fit, to pass following resolutions as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called the Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 16th May, 2019,

approval of the Members of the Company be and is hereby accorded for continuation of appointment of Smt. Abhilasha Mimani (DIN: 06932590) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (five) years on the Board of the Company i.e. upto 31st March, 2024.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

8. To re-appoint Shri Giriraj Prasad Singhal (DIN: 00331849) as an Independent Director for a second term of five years and in this regard, to consider and if thought fit, to pass following resolutions as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called the Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 16th May, 2019, approval of the Members of the Company be and is hereby accorded for continuation of appointment of Shri Giriraj Prasad Singhal (DIN: 00331849) and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (five) years on the Board of the Company i.e. upto 31st March, 2024.”

“**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Listing Regulations”), Shri Giriraj Prasad Singhal on attaining the age of 75 (seventy five) years on 4th September, 2023, during the above term of re-appointment, the continuation of such appointment as an Independent Director of the Company on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the aforesaid Regulations.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

Place :Kolkata (W.B.)
Date : 16th May, 2019

By order of the Board
For **BSL Limited**

Regd. Office:
26, Industrial Area,
Gandhi Nagar,
Bhilwara-311001 (Rajasthan)

(AANCHAL PATNI)
Company Secretary
M. No.: ACS-43134

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE DULY STAMPED, FILLED, SIGNED AND BE RECEIVED BY COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members/ Proxies/ Authorized representatives are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/ DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under the section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business under Item Nos. 3 to 8 and relevant details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard On General meetings are annexed hereto.

7. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 6th September, 2019 to Thursday, 12th September, 2019 (both days inclusive) for the purpose of AGM.

8. Members are requested to :

1. Quote their Identification number/ folio number in all correspondence with the Company/ Registrar & Share Transfer Agent (RTA).
2. Notify immediately and change in their address and their mandate, at the Registered Office of the Company / Registrar & Share Transfer Agent (RTA).

9. Members who hold shares in physical form in multiple folios, in identical names or joint holding in the same order of names are requested to send share certificates to Share Transfer Agent of the Company, for consolidation into a single folio.

10. **Request to update details of Bank Account, Email ID and PAN**

The members are hereby informed that SEBI vide their circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018 directed all Companies to make payment of dividend to the shareholders through approved electronic modes and also directed that updated Bank Details of the shareholders must be maintained by the Companies and if not available the same must be obtained from the concerned shareholders. Accordingly the Company had sent a mandate letter to all the shareholders whose bank details, PAN no., email id are not updated and further also sent two reminders thereof with the interval of 30 days to update the required details.

Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

Members holding shares in physical form and receiving their dividends by Warrant/Demand Draft etc. are requested to submit the mandate letter along with an original Cheque, duly cancelled, to our Registrar and Share Transfer Agent (“RTA”) M/S MCS Share Transfer Agent Ltd., F-65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi - 110020 to enable them to update record for payment of any future dividend.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant 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 along with the mandate letter.

Members are requested to notify their E-mail address to Depository/ Company for mailing of all notices/ documents as per guidelines of Ministry of Corporate Affairs, to enable Company to send Communications electronically.

11. Request for Dematerialization of Physical Shares

The SEBI had vide their Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further PR No.: 51/2018 dated 3rd December, 2018, also mandated that with effect from 1st April, 2019, transfer of shares of a listed Company shall be in dematerialized form only. Hence, you are requested to get your physical shareholding dematerialized. The Company will not accept the request of physical transfer. However the said notification shall not affect the process of transmission and transposition of shares.

12. The members desirous of appointing their nominee as per section 72 of the Companies Act, 2013 for the Equity Shares held by them in physical, may apply in the nomination form (Form No SH 13), which can be procured from the Registrar and Share Transfer Agent, "M/s MCS SHARE TRANSFER AGENT LTD". The Members holding shares in demat form may contact their respective depository participants for making such nominations.
13. Members may avail the facility of Electronic Clearing Service (ECS) for receipt of dividends. The said facility is available at specified locations. Members holding shares in dematerialized mode are requested to contact their respective depository participants for availing ECS facility. Members holding shares in physical form and desirous of availing ECS facility are requested to write to the Company for details.
14. The Company has transferred the unpaid or unclaimed dividend declared for the financial years 2010-11 (final dividend) on the due date viz 06/11/2018 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, the company had transferred all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more in the name of designated demat account of the IEPF Authority. A notice for such transfer had been sent to all concerned shareholders at their registered address. The Company had also published such notice in English Newspaper i.e. 'The Financial Express' and in Hindi Newspaper i.e. 'Dainik Navjyoti' informing the concerned shareholders about the same. The company has uploaded the full details of such shareholders and shares transferred to IEPF account on its website at <https://www.bslltd.com/dividend-report.html>.
15. Members are hereby informed that all dividends which remain unclaimed/ unpaid over a period of 7 years from the date of transfer to the unpaid dividend account of the company have to be transferred by the Company to the Investor Education & Protection Fund (IEPF) constituted by the Central Government under Section 125(1) of companies Act, 2013. Accordingly, the shareholders who have not encashed the dividend warrants so far from the financial year 2013-2014 onwards are requested to make their claims to the Company. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company, and also on the website of the Ministry of Corporate Affairs.
16. The Notice of AGM and Annual Report of the Company will also be available on the website of the Company www.bslltd.com.

17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. Members seeking any information/clarification with regard to accounts and audit are requested to write to the Company in advance and their queries should reach the registered office of the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information/clarification ready.
19. The Notice of the Meeting along with the Annual Report for the financial year 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
20. The route map showing the direction to reach the venue of AGM is attached at the end of the Notice of AGM.
21. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the 48th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Sunday, 8th September, 2019 (9:00 am) and ends on Wednesday, 11th September, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of i.e. Thursday, 5th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. A person who has acquired shares & become a member of the company after the dispatch of notice of AGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request at evoting@nsdl.co.in with

a copy mark to accounts@bslsuitings.com. However, if the person is already registered with the NSDL for remote e-voting then the existing user ID & password can be used for casting vote.

- VI. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- VII. CS Manoj Maheshwari (FCS 3355), Practicing Company Secretary, Jaipur has been appointed as the scrutinizer for the conduct of e-voting and polling process to be carried out at the AGM of the Company in a fair and transparent manner.

VIII. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

- 6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

- 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- 8. Now, you will have to click on “Login” button.
- 9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer Shri Manoj Maheshwari by e-mail to cs.vmanda@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries/grievances pertaining to e-voting, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the downloads section of <http://www.evoting.nsdl.com>. or may contact on the NSDL toll free no.: 1800-222-990 or may contact to Mr. Rajiv Ranjan, Assistant Manager, National Securities Depository Limited, Trade World, A Wing, 4th and 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400 013, Maharashtra at the designated email ids: evoting@nsdl.co.in or rajivr@nsdl.co.in or at telephone nos. (022) 2499 6000/ (022) 2499 4738. Alternatively, Members may also write to Ms. Aanchal Patni, Company Secretary, BSL Limited, 26, Industrial Area, Gandhi Nagar, Bhilwara-311001 (Rajasthan) or at the email id: accounts@bssluitings.com.

(9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

ANNEXURE –I:

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

Item No. 3

The Board of Directors in their meeting held on 16th May, 2019, approved the appointment and remuneration of **M/s N. D. Birla & Co.** Cost Accountants, (Firm Registration No 000028) as Cost Auditor of the Company on recommendations of the Audit Committee as per Section 148 of the Companies Act, 2013 and rules made thereunder. The appointment has been made to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020.

Pursuant to the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 1,00,000/- (One Lakh Rupees Only) plus applicable GST and reimbursement of out of pocket expenses at actual payable to the Cost Auditors as approved by Board of Directors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2020.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item No. 4

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") requires shareholders' approval by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

A transaction with a related party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company.

The Company enters into various transactions with RSWM Limited disclosed in the notes forming part of the financial statements. In the financial year 2018-19, the aforementioned transactions in terms of aggregate value, have exceeded 10% of the Company's annual consolidated turnover for the relevant year. The transactions have been continued so far in the financial year 2019-20 and are expected to exceed the prescribed threshold limits under the Listing Regulations so as to qualify as material related party transactions. Going forward, the Company intends to continue such transactions with RSWM Limited.

All prescribed disclosures as required to be given under the provisions of Regulation 23 of SEBI (Listing Regulations and Disclosure

22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours

Requirements) Regulations, 2015, are given herein below in a tabular format for kind perusal of the members.

PARTICULARS OF THE PROPOSED TRANSACTIONS FOR THE PURPOSE OF APPROVAL UNDER REGULATION 23 OF SEBI (LISTING REGULATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015					
Name and Nature of Related Parties	Sales, purchase or supply of any goods, materials*	Availing or rendering of any services *	Leasing of Property of any kind*	Expenses Payable/ Receivable*	Group employees Mediclaim Policy premium payable/ receivable*
RSWM LIMITED (A Group Company)	₹ 120 Crore	₹ 20.50 Crore	₹ 0.25 Crore	₹ 2.00 Crore	₹ 0.12 Crore

* In Ordinary course of Business and on Arm's length basis.

As per this estimates, the above transactions (maximum limit) would qualify as material related party transactions as they are likely to exceed 10% of the Annual turnover of the Company for the financial year 2018-2019.

The details of related party contracts are as under:

- Name of Related party and nature of relationship: As provided in table above.
- Nature of Contract, material terms, monetary value and Particulars of the contract or arrangement: Purchase/Sale of Yarn and Fibre, Services received or rendered having value of ₹142.87 Crores per Annum in the ordinary course of Business and at Arm's Length Prices.
- Name of the Directors who are related: Shri Arun Churiwal, Chairman & Managing Director of the Company as well as Director of RSWM Ltd. and Shri Ravi Jhunjhunwala, Shekhar Agarwal (Promoter- Non-Executive Director), Shri Amar Nath Choudhary (Independent Director) are also Directors in RSWM Ltd and Shri Nivedan Churiwal, Joint Managing Director of Company who is son of Shri Arun Churiwal.
- Any advance paid or received for the contract or arrangement, if any: NIL
- Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on Arm's length basis.
- Whether all factors relevant to the contract have been considered, if not the details of factors not considered with the rationale for not considering those factors: All factors have been considered.
- Any other information relevant or important for the Board to take a decision on the proposed transaction: NIL.

Accordingly, as per Regulation 23 of the Listing Regulations, approval of the Members is sought for ratification of the arrangements/ transactions undertaken whether by way of continuation/ extension/ renewal/ modification of earlier arrangements/ transactions. Accordingly, the Company proposes to obtain approval of its Members for ratifying as also for giving further approval to the

Board for carrying out and/or continuing with the arrangements and transactions with RSWM Limited.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party/ies shall vote to approve on the resolution under Item No. 4.

None of the Directors & Key Managerial Personnel of the Company including their relatives except as mentioned above are, in any way concerned or interested, financially or otherwise in the Resolution set out at Item No.4.

Item No. 5, 6, 7 and 8

Shri Sushil Jhunjhunwala, Shri Amar Nath Choudhary, Smt. Abhilasha Mimani and Shri Giriraj Prasad Singhal were appointed as an Independent Director on the Board of the Company in accordance with the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the erstwhile Clause 49 of the Listing Agreement for a term of 5 (five) consecutive years. Since, they shall complete their initial term as an Independent Director of the Company; they are eligible for re-appointment for one more term.

Pursuant to Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Regulations"), Shri Amar Nath Choudhary has attained the prescribed age limit of 75 years on 06/03/2019 and the approval of his continuation of his directorship has been taken from the members in the Extra-Ordinary General meeting held on 10/04/2019 upto his initial term.

Further Shri Giriraj Prasad Singhal will attain the age of 75 years on 4th September, 2023 and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

The Nomination and Remuneration Committee of the Board of Directors in its meeting held on 16th may, 2019, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Shri Sushil Jhunjhunwala, Shri Amar Nath Choudhary, Smt. Abhilasha Mimani and Shri Giriraj Prasad Singhal as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board considers the recommendations of Nomination and Remuneration Committee and accordingly pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on their skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by them during their tenure and outcome of performance evaluation of the Independent Directors, consent of the Members is sought for continuation of appointment of Shri Sushil Jhunjhunwala, Shri Amar Nath Choudhary, Smt. Abhilasha Mimani and Shri Giriraj Prasad Singhal as Independent Directors of the Company for the second term of 5 (five) years i.e. upto

31st March, 2024 and they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Shri Sushil Jhunjunwala, Shri Amar Nath Choudhary, Smt. Abhilasha Mimani and Shri Giriraj Prasad Singhal, being eligible for re-appointment as Independent Director for the second term providing their consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Shri Sushil Jhunjunwala, Shri Amar Nath Choudhary, Smt. Abhilasha Mimani and Shri Giriraj Prasad Singhal confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the Listing Regulations, as amended from time to time. Further, they are not debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. In the opinion of the Board, they fulfill the conditions specified in the Companies Act, 2013 and are independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing from members for proposing their candidature to be re-appointed as Independent Directors of the Company as per the provisions of the Companies Act, 2013. Copy of the draft letter for re-appointment of Shri Sushil Jhunjunwala, Shri Amar Nath Choudhary, Smt. Abhilasha Mimani and Shri Giriraj Prasad Singhal setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Shri Sushil Jhunjunwala, Shri Amar Nath Choudhary, Smt. Abhilasha Mimani and Shri Giriraj Prasad Singhal are interested in the resolutions set out respectively at Item Nos. 5, 6, 7 and 8 of the Notice with regard to their respective re-appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the special resolutions set out at Item No.5, 6, 7 & 8 of the Notice for approval by the shareholders.

PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

• **Re-appointment of Shri Shekhar Agarwal (Item No. 2)**

In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013, for the purpose of determining the Directors liable to retire by rotation, the Independent Directors shall not be included in the total number of Directors of the Company.

Shri Shekhar Agarwal shall accordingly retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

Brief resume of Shri Shekhar Agarwal is as follow:

Name of Director	Shri Shekhar Agarwal
Date of Birth	9 th October, 1952
Date of Appointment	23 rd May, 2002
Qualification	B. Tech (Mech)- IIT Kanpur, M.Sc. (Chicago)
Expertise in specific functional area	Industrialist with diversified business experience
List of Listed Companies in which Directorships held	1. HEG Limited 2. RSWM Limited 3. Maral Overseas Limited 4. Bhilwara Technical Textiles Limited
Relationship with other Directors, Manager and KMP of the Company	Nil
Chairman / Member of the Committee of the Board of Directors of this Company/ Committee Membership in other Companies	Refer to Report on Corporate Governance
Number of Shares held in the Company	Nil

• **Re-appointment of Shri Sushil Jhunjunwala, Shri Amar Nath Choudhary, Smt. Abhilasha Mimani and Shri Giriraj Prasad Singhal (Item No. 5, 6, 7 and 8)**

Name of Director	Shri Sushil Jhunjunwala	Shri Amar Nath Choudhary	Smt. Abhilasha Mimani	Shri Giriraj Prasad Singhal
Date of Birth	23.08.1950	06.03.1944	08.01.1973	04.09.1948
Age	69 Years	75 years	46 Years	71 Years
DIN	00082461	00587814	06932590	00331849
Nationality	Indian	Indian	Indian	Indian
Qualification	B.com	B.Com., LLB, FCA, FCS	B.Com, FCA	B.Com, FCA
Date of first appointment on the Board	19.12.2000	30.07.2009	02.08.2014	26.09.2014
Date of Re-Appointment	19.09.2014	19.09.2014	-	-

Name of Director	Shri Sushil Jhunjunwala	Shri Amar Nath Choudhary	Smt. Abhilasha Mimani	Shri Giriraj Prasad Singhal
Experience and Expertise	50 Years, Industrialist with rich business experience in glass and textile industry	40 Years, Rich & diversified techno - commercial experience in textile industry	13 years, Rich business experience in field of Finance	35 Years, Rich experience in field of Finance & Taxation
Directorship held in other Companies	<ul style="list-style-type: none"> • La Opala RG Ltd. • Genesis Exports Ltd. • SKJ Estate Private Limited • Ishita Housing Private Limited • SKJ Investment Private Limited • GDJ Housing Pvt. Ltd. • Braham Dutt Jhunjunwala Charitable Trust • Calcutta Chamber of Commerce Foundation • All India Glass MFRS Federation 	<ul style="list-style-type: none"> • Vitarich Agro Food (India) Limited • RSWM Ltd. • Tinsukia Estate Private Limited • Elapara Investment Private Limited • Tirupati Meal Producers Private Limited • Hooghly Chamber of Commerce & Industry • Texmart Creations Private Limited 	Nil	<ul style="list-style-type: none"> • Padmini Builders Private Limited
Relationship with other Directors, Manager and KMP of the Company	Nil	Nil	Nil	Nil
Terms and conditions of appointment/ continuation of Directorship/ re-appointment	Terms and Conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company website i.e.www.bslltd.com	Terms and Conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company website i.e.www.bslltd.com	Terms and Conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company website i.e.www.bslltd.com	Terms and Conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company website i.e.www.bslltd.com
Details of last Remuneration drawn (F.Y. 18-19)	Rs. 0.90 Lacs as sitting fees	Rs. 2.20 Lacs as sitting fees	Rs. 0.60 Lacs as sitting fees	Rs. 1.40 Lacs as sitting fees
Details of proposed Remuneration	Sitting fees as may be approved by the Board, in accordance with the applicable provisions of law.	Sitting fees as may be approved by the Board, in accordance with the applicable provisions of law.	Sitting fees as may be approved by the Board, in accordance with the applicable provisions of law.	Sitting fees as may be approved by the Board, in accordance with the applicable provisions of law.
Number of Meetings of the Board attended during the year	2 out of 4	4 out of 4	3 out of 4	4 out of 4
Chairman / Member of the Committee of the Board of Directors of this Company/ Committee Membership in other Companies	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance
Shareholding in the Company as on March 31, 2019	20,000 Shares	Nil	Nil	Nil

Place :Kolkata (W.B.)
Date : 16th May, 2019

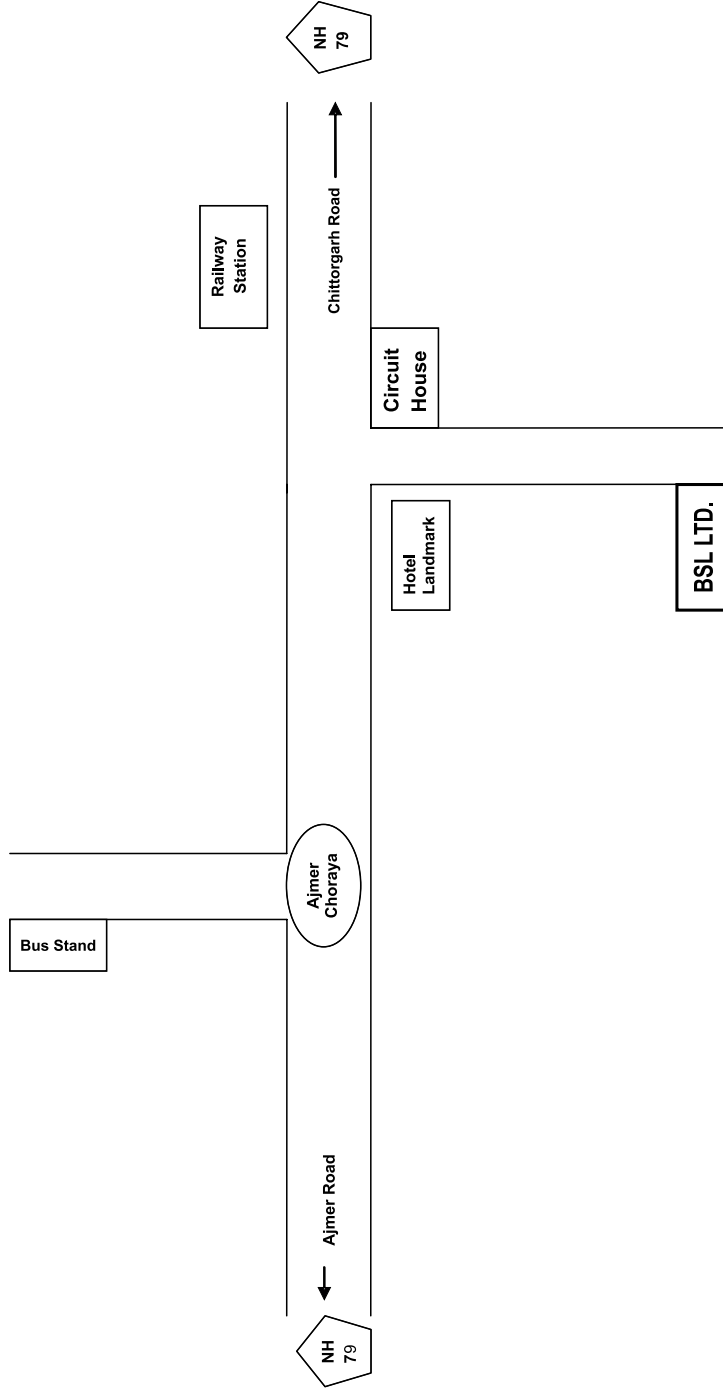
Regd. Office:
26, Industrial Area,
Gandhi Nagar,
Bhilwara-311001 (Rajasthan)

By order of the Board
For **BSL Limited**

(AANCHAL PATNI)
Company Secretary
M. No.: ACS-43134

ROUTE MAP TO THE VENUE OF THE AGM

BSL LTD. 26, INDUSTRIAL AREA, GANDHI NAGAR, BHILWARA-311001





BSL LIMITED

CIN: L24302RJ1970PLC002266

Registered Office: 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 (Rajasthan)

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*

Folio No.

Client Id*

No. of Shares

Name and address of the Shareholders :

I hereby record my presence at the **48th ANNUAL GENERAL MEETING** of the Company held on Thursday, 12th September, 2019 at 11.00 A.M. at Registered Office of the Company at 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 (Rajasthan).

*Applicable for investors holding Shares in electronic form

** Strike out whichever is not applicable

Signature of the Shareholder/Proxy/Representative**



BSL LIMITED

CIN: L24302RJ1970PLC002266

Registered Office: 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 (Rajasthan)

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

E mail id:

Registered Address:

Folio No/ *Client Id:

***DP Id:**

I/We, being a member/members ofshares of BSL Ltd., hereby appoint:

1).....of.....having e-mail id.....or failing him

2).....of.....having e-mail id.....or failing him

3).....of.....having e-mail id.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **48th Annual General Meeting** of the Company, to be held on Thursday, 12th September, 2019 at 11.00 A.M. at Registered Office of the Company at 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 (Rajasthan)

and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S. No.	Resolution	For	Against
1.	To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon		
2.	To Re appoint Shri Shekhar Agarwal, (DIN: 00066113) who retires by rotation being eligible, offers himself for reappointment		
3.	To ratify the Remuneration of Cost Auditors		
4.	Approval for Material Related party transactions		
5.	To re-appoint Shri Sushil Jhunjunwala (DIN: 00082461) as an Independent Director for a second term of five consecutive years		
6.	To re-appoint Shri Amar Nath Choudhary (DIN: 00587814) as an Independent Director for a second term of five consecutive years		
7.	To re-appoint Smt. Abhilasha Mimani (DIN: 06932590) as an Independent Director for a second term of five consecutive years		
8.	To re-appoint Shri Giriraj Prasad Singhal (DIN: 00331849) as an Independent Director for a second term of five consecutive years		

*Applicable for investors holding shares in electronic form.

Signed this.....day of2019

Signature of Shareholder

Affix Re. 1.00 Revenue Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) **A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.