



# BSL LIMITED

CORPORATE IDENTITY NUMBER (CIN): L24302RJ1970PLC002266

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

Phone: + 91-1482-249101 to 249106,

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



PROUD TO BE INDIAN  
PRIVILEGED TO BE GLOBAL

## EXTRA-ORDINARY GENERAL MEETING (EOGM)

**NOTICE** is hereby given that Extra-ordinary General Meeting (EOGM) of the members of BSL LIMITED will be held on Wednesday, 10<sup>th</sup> April, 2019 at 10.00 A.M. at Registered Office of the Company at 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 (Rajasthan) to transact the following special business:

1. **CONTINUATION OF DIRECTORSHIP OF MR. AMAR NATH CHOUDHARY (DIN: 00587814), NON-EXECUTIVE INDEPENDENT DIRECTOR AND WHO HAS ATTAINED THE AGE OF 75 YEARS**

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 Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time and subject to such approvals, consents, permissions, as may be considered necessary from the appropriate authorities, consent of the Members be and is hereby accorded for continuance of the Directorship of Mr. Amar Nath Choudhary (DIN: 00587814), Non-Executive Independent Director of the Company, who has crossed the age limit of 75 years on 06/03/2019, on the existing terms and conditions, from the effective date of the said Amendment Regulations i.e. April 01, 2019 till the expiry of his term i.e. up to the Annual General Meeting of the calendar year 2019.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to undertake all other activities as may be incidental or expedient in this regard.”

Place :Bhilwara

Date : 7<sup>th</sup> March, 2019

By order of the Board

For **BSL Limited**

**(AANCHAL PATNI)**

Company Secretary

### 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.

2. 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.

3. 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.

4. Members/ Proxies/ Authorized representatives are requested to bring their Attendance Slip.

5. 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.

6. The Notice is being sent to all Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 8<sup>th</sup> March, 2019 being cut-off date.

7. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business under Item Nos. 1 and relevant details are annexed hereto.

8. The route map showing the direction to reach the venue of EOGM is attached at the end of the Report/ Notice of EOGM.

### 9. 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 by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (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 Extra-Ordinary 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 Meeting 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 meeting may also attend the meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Sunday, 7<sup>th</sup> April, 2019 (9:00 am) and ends on Tuesday, 9<sup>th</sup> April, 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. Friday, 5<sup>th</sup> April, 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 is not a member as on the cut-off date should treat this Notice for information purpose only.

**VI. 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 :**

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
<b>a) For Members who hold shares in demat account with NSDL.</b>	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>b) For Members who hold shares in demat account with CDSL.</b>	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
<b>c) For Members holding shares in Physical Form</b>	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:

- a) Click on “Forgot User Details Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto: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](mailto:cs.vmanda@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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.nsd.com](http://www.evoting.nsd.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
10. 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 (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the EOGM of the Company.

**ANNEXURE –I:**

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

**Item No. 1**

1. Pursuant to Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2015, as amended on May 9, 2018, with effect from April 1, 2019 consent of the Shareholders by way of Special Resolution shall be required for continuation of directorship of the Non - Executive Directors of the Company who have attained the age of 75 years.
2. Mr. Amar Nath Choudhary (DIN: 00587814), was appointed as a Non-Executive 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) at the 43<sup>rd</sup> Annual General Meeting of the Company held on September 19, 2014 for a term of 5 (five) consecutive years upto the Annual General Meeting of the calendar year 2019. In the opinion of the Board, he fulfills the conditions specified under the Act for such appointment and that the proposed director is independent of the management.
3. Mr. Amar Nath Choudhary, Independent Director, having attained the prescribed age limit of 75 years on 06/03/2019 and his term is valid till the Annual General Meeting to be held in the calendar year 2019, the Board of Directors at its meeting held on February 11, 2019, decided to seek the approval of the Shareholders by way of Special Resolution for continuing as an Independent Director of the Company.

3. The brief profile of Mr. Amar Nath Choudhary, Non-Executive Independent Director seeking continuation of Directorship pursuant to Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India are given below:

Name of Director	Mr. Amar Nath Choudhary		
Date of Birth	06.03.1944; 75 years of age		
DIN	00587814		
Nationality	Indian		
Qualification	B.Com., LLB, FCA, FCS		
Date of first appointment on the Board	30.07.2009		
Date of Re-Appointment as an Independent Director	19.09.2014		
Expertise/Experience in specific functional areas	He has rich & diversified techno - commercial experience of over 4 decades in managing business. Having served for a major part of his life with Aditya Birla Group (Textiles operation), post retirement, he is into management Consultancy & Corporate advisory services.		
Directorship held in other Companies	<ol style="list-style-type: none"> <li>1. Vitarich Agro Food (India) Limited</li> <li>2. RSWM Ltd.</li> <li>3. Tinsukia Estate Private Limited</li> <li>4. Elapara Investment Private Limited</li> <li>5. Tirupati Meal Producers Private Limited</li> <li>6. Hooghly Chamber of Commerce &amp; Industry</li> <li>7. Texmart Creations Private Limited</li> </ol>		
Relationship with other Directors, Manager and other KMP of the Company	Nil		
Terms and conditions of appointment/ continuation of Directorship	Mr. Amar Nath Choudhary was appointed as the Non-Executive Independent Director of the Company in accordance with the provisions of the Companies Act, 2013 at the 43 <sup>rd</sup> AGM held on September 19, 2014 for a term of Five (5) consecutive years up to the Annual General Meeting of the calendar year 2019.		
Details of last Remuneration drawn (F.Y. 17-18)	Rs. 2.30 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.		
Number of Meetings of the Board attended during the year	Held	4	
	Attended	4	
Chairman / Member of the Committee of the Board of Directors of this Company	<b>Name of the Committees</b>	<b>Chairman/Member</b>	
	Audit Committee Nomination & Remuneration Committee Corporate Social Responsibility Committee Stakeholders Relationship Committee Share Transfer Committee	Chairman Member Member Member	
Committee Membership in other Companies	<b>Name of Company</b>	<b>Name of the Committees</b>	<b>Chairman/Member</b>
	RSWM LTD.	Audit Committee	Member
Shareholding in the Company as on March 1, 2019	Nil		

Keeping in view his vast experience and contributions made by Mr. Amar Nath Choudhary who have attained the age of 75 years, the Board recommends the Special Resolution set out in the Item No 1 for the approval of the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company except Mr. Amar Nath Choudhary and their relatives are concerned or interested, financially or otherwise, in the resolution set out in the Item No 1 of the Notice.

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

Place : Bhilwara  
Date : 7<sup>th</sup> March, 2019

(**AANCHAL PATNI**)  
Company Secretary





**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. Share .....

**NAME AND ADDRESS OF THE SHAREHOLDERS :**

I hereby record my presence at the **EXTRA-ORDINARY GENERAL MEETING** of the Company held on Wednesday, 10th April, 2019 at 10.00 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 of ..... shares 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.....or failing him

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 Extra-Ordinary General Meeting of the Company, to be held on Wednesday, 10th April, 2019 at 10.00 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:

S. No.	Resolution	For	Against
1.	CONTINUATION OF DIRECTORSHIP OF MR. AMAR NATH CHOUDHARY (DIN: 00587814), NON-EXECUTIVE INDEPENDENT DIRECTOR AND WHO HAS ATTAINED THE AGE OF 75 YEARS		

\*Applicable for investors holding shares in electronic form.

Signed this.....day of .....2019 .....

Signature of Shareholder

Affix Rs. 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.

## ROUTE MAP TO THE VENUE OF THE EOGM

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



