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NOTICE

BSL LIMITED

CORPORATE IDENTITY NUMBER (CIN): L24302RJ1970PLC002266

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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), Secretarial Standard on General Meetings (**"SS – 2"**) issued by the Institute of Company Secretaries of India also read with General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020 and No.39/2020 dated December 31, 2020 No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (**"MCA"**) (hereinafter collectively referred to as the **"MCA Circulars"**) and other applicable laws, rules, regulations, circulars, guidelines, notifications (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) BSL Ltd (**"the Company"**) hereby seeks the approval of the Members for transacting the Special business as considered in the Special Resolutions appended herewith proposed to be passed through Postal Ballot by remote electronic voting (**"e-voting"**).

In compliance with the aforesaid MCA Circulars and pursuant to other applicable laws and regulations, the Company will send this Postal Ballot Notice only by e-mail to those Members whose e-mail addresses are registered with the Company/ Depositories/RTA, to enable them to cast their votes electronically only. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The instructions for remote e-voting are appended to this Postal Ballot Notice.

In terms of the MCA Circulars, companies are advised to take all decisions requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting. Accordingly, the Company is pleased to offer remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes to this Postal Ballot notice to cast their vote electronically through the e-voting process which commences from **Friday, 22nd December, 2023 at 9.00 A.M. (IST) and ends on Saturday, 20th January, 2024 at 5:00 P.M. (IST).**

The Board of Directors of the Company has appointed CS Manoj Maheshwari (FCS: 3355), Practising Company Secretary as the

Scrutinizer and failing him CS Priyanka Agarwal (FCS: 11138), Practising Company Secretary as Alternate Scrutinizer for conducting the Postal Ballot Process through the remote e-voting process in a fair and transparent manner.

The Resolution, if approved, will be taken as having been passed effectively on the last date specified for remote e-voting i.e. **Saturday, 20th January, 2024.**

SPECIAL BUSINESSES:

ITEM NO. 1

APPOINTMENT OF SHRI HEMANT KAMALA JALAN (DIN: 00080942) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 Regulation 17 and 25 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) and any other applicable Laws, Rules and Acts (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and in accordance with the relevant provisions of the Articles of Association of the Company and on the basis of the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the company, Shri Hemant Kamala Jalan (DIN: 00080942) who was appointed as an Additional Director (Independent) of the Company by the Board w.e.f. 06th November, 2023, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, on the Board for a term of five (5) consecutive years upto 05th November, 2028.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Committee/ Director(s)/Officer(s) of the Company."

ITEM NO. 2**APPOINTMENT OF SMT. AARTI B AGGARWAL (DIN: 00152346) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 Regulation 17 and 25 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and any other applicable Laws, Rules and Acts (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and in accordance with the relevant provisions of the Articles of Association of the Company and on the basis of the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the company, Smt. Aarti B Aggarwal (DIN: 00152346) who was appointed as an Additional Director (Independent) of the Company by the Board w.e.f. 06th November, 2023, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice from a Member proposing her candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, on the Board for a term of five (5) consecutive years upto 05th November, 2028.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Committee/ Director(s)/Officer(s) of the Company.”

ITEM NO. 3**APPOINTMENT OF SHRI AVINASH TODI (DIN: 01970390) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 Regulation 17 and 25 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and any other applicable Laws, Rules and Acts (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and in accordance with the relevant provisions of the Articles of Association of the Company and on the basis of the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the company, Shri Avinash Todi (DIN: 01970390) who was appointed as an Additional Director (Independent) of the Company by the Board w.e.f. 06th November, 2023, in terms of Section 161 of the Act, and in respect of whom

the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, on the Board for a term of five (5) consecutive years upto 05th November, 2028.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Committee/ Director(s)/Officer(s) of the Company.”

ITEM NO. 4**APPOINTMENT OF SHRI KUNAL JHUNJHUNWALA (DIN: 00752437) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 Regulation 17 and 25 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and any other applicable Laws, Rules and Acts (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and in accordance with the relevant provisions of the Articles of Association of the Company and on the basis of the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the company, Shri Kunal Jhunjhunwala (DIN: 00752437) who was appointed as an Additional Director (Independent) of the Company by the Board w.e.f. 01st December, 2023, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, on the Board for a term of five (5) consecutive years upto 30th November, 2028.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Committee/ Director(s)/Officer(s) of the Company.”

Place : Bhilwara (Rajasthan)
Date : 01st December, 2023

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

Regd. Office:
26, Industrial Area,
Gandhi Nagar,
Bhilwara-311001 (Rajasthan)
Website: www.bslltd.com
E-mail: accounts@bslsuitings.com

(SHUBHAM JAIN)
Company Secretary and
Compliance Officer
M. No.: ACS-49973

NOTES:

1. An Explanatory Statement pursuant to the provisions of Sections 102 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out all material facts and reasons relating to the proposed resolutions is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by e-mail to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/RTA as on **Friday, 15th December, 2023 (Cut-off date)** and whose e-mail IDs are registered with the Depository Participant/s. It is however, clarified that all the persons who are members of the Company as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolution specified in this notice.
3. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) the Company is pleased to offer e-voting facility to all the shareholders of the Company. For this purpose, the Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting to enable the shareholders to cast their votes electronically. Shareholders are requested to provide their assent/dissent through e-voting only. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading “**E-Voting Instructions**” of Postal Ballot Notice.
4. Shareholders may please note that the Postal Ballot Notice will also be available on the Company’s website at www.bslltd.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.
5. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members. Members seeking to inspect such documents can send an email to bslagm@bslsuitings.com by mentioning their name, Folio No./Client ID and DP ID.
6. The remote e-voting period commences from **Friday, 22nd December, 2023 at 9.00 A.M. (IST) and ends on Saturday, 20th January, 2024 at 5:00 P.M. (IST)**. During this period, members holding shares as on Friday, 15th December, 2023

may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.

7. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 15th December, 2023 being the cut-off date fixed for the purpose.
8. The Scrutinizer will submit his report to the Chairman or any person authorized by him after completion of the scrutiny of the votes cast through e-voting and the result of the Postal Ballot voting process will be declared on or before **23rd January, 2024**.
9. The said results along with Scrutinizer’s report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website: <https://www.bslltd.com> and on the website of NSDL at www.evoting.nsdl.com.
Resolution passed by shareholders with requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
11. Members who have not registered their e mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Jaipur (in vernacular language i.e. Hindi).

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:


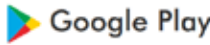


Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP 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.

- 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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

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

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

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 by e-mail to cs.vmanda@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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, 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.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to bslagm@bssluitings.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to bslagm@bssluitings.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method

explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTIONS 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.1

The Board, based on the recommendation of the Nomination & Remuneration Committee at its meeting held on 06th November, 2023, had appointed Shri Hemant Kamala Jalan (DIN: 00080942) as an Additional Director of the Company (in the capacity of Independent Director). Further, pursuant to provisions of regulation 17(1)(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of shareholders for appointment of a Director shall be taken at the next general meeting or within a time period of three months from date of appointment, whichever is earlier.

The Company has received, inter alia, the following consents, declarations and confirmations from Shri Hemant Kamala Jalan with regard to the proposed appointment:

- Consent in Form DIR-2 to act as Director of the Company in terms of Section 152 of the Act and declaration in Form DIR-8 that he is not disqualified from being appointed as Director in terms of Section 164 of the Act;
- Declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
- Declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company; and
- Confirmation that he has registered himself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self- assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Brief Profile of Shri Hemant Kamala Jalan is given below:

He is a founder of Indigo Paints Ltd and has experience of more than 23 years. He has been an entrepreneur for most of his professional life. He was previously associated with AF Ferguson & Co (1980-82) and Sr. Vice President at Vedanta Group of Industries (1996-99).

Shri Hemant Kamala Jalan is also on the Board of Halogen Chemicals Pvt. Ltd., Apple Chemie (India) Private Limited and Zeus Numerix Pvt. Ltd.

He has received an undergraduate degree from Indian Institute of Technology Kanpur, a graduate degree from Stanford University and an MBA from The University of Chicago.

Considering the qualifications, positive attributes, experience, expertise and independence of Shri Hemant Kamala Jalan, the Board on the recommendation of Nomination & Remuneration Committee considered him suitable for appointment as Independent Director and has recommended his appointment to the members for a term of five (5) consecutive years up to 05th November, 2028 in terms of the provisions of the Act. Further, he shall not be liable to retire by rotation under Section 152 of the Act.

In line with the Company's remuneration policy for Independent Directors, Shri Jalan will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, re-imburement of expenses for participation in the Board/Committee meetings.

Draft letter of appointment of Shri Hemant Kamala Jalan, setting out the terms and conditions of appointment as an Independent Director is available for inspection by members electronically and also available on website of company at www.bslltd.com.

In the opinion of the Board, Shri Hemant Kamala Jalan fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for his proposed appointment as an Independent Director and is independent of the Management.

The Company has also received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Shri Hemant Kamala Jalan as an Independent Director of the Company.

Except Shri Hemant Kamala Jalan and his relatives, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, in the proposed Resolution.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) is provided under Annexure-I attached to this Notice.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience of Shri Jalan, the Shareholders are requested to approve the appointment of Shri Hemant Kamala Jalan as an Independent Directors for a term of five (5) consecutive years with effect from 06th November, 2023.

The Board recommends the agenda as set out at Item No. 1 of the Postal Ballot Notice for approval by the Members.

ITEM NO. 2

The Board, based on the recommendation of the Nomination & Remuneration Committee at its meeting held on 06th November, 2023, had appointed Smt. Aarti B Aggarwal (DIN: 00152346) as an Additional Director of the Company (in the capacity of Independent Director) Further, pursuant to provisions of regulation 17(1)(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of shareholders for appointment of a Director shall be taken at the next general meeting or within a time period of three months from date of appointment, whichever is earlier.

The Company has received, inter alia, the following consents, declarations and confirmations from Smt. Aarti B Aggarwal with regard to the proposed appointment:

- Consent in Form DIR-2 to act as Director of the Company in terms of Section 152 of the Act and declaration in Form DIR-8 that she is not disqualified from being appointed as Director in terms of Section 164 of the Act;
- Declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
- Declaration that she meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company; and
- Confirmation that she has registered herself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self- assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Brief Profile of Smt. Aarti B Aggarwal is given below:

She is a Founder & Director of Alpha Overseas International Pvt. Ltd. and Alpha Stitch Art Pvt. Ltd. and has vast experience of more than 30 in the Leather Garments Industry. She has done her Graduation from St. Xavier's College, Kolkata.

Considering the qualifications, positive attributes, experience, expertise and independence of Smt. Aarti B Aggarwal, the Board on the recommendation of Nomination & Remuneration Committee considered her suitable for appointment as Independent Director and has recommended her appointment to the members for a term of five (5) consecutive years up to 05th November, 2028 in terms of the provisions of the Act. Further, she shall not be liable to retire by rotation under Section 152 of the Act.

In line with the Company's remuneration policy for Independent Directors, Smt. Aarti B Aggarwal will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, re-imburement of expenses for participation in the Board/Committee meetings.

Draft letter of appointment of Smt. Aarti B Aggarwal, setting out the terms and conditions of appointment as an Independent Director is available for inspection by members electronically and also available on website of company at www.bslltd.com.

In the opinion of the Board, Smt. Aarti B Aggarwal fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for her proposed appointment as an Independent Director and is independent of the Management.

The Company has also received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Smt. Aarti B Aggarwal as an Independent Director of the Company.

Except Smt. Aarti B Aggarwal and her relatives, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, in the proposed Resolution.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 is provided under Annexure-II attached to this Notice.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience of Smt. Aarti B Aggarwal, the Shareholders are requested to approve the appointment of Smt. Aarti B Aggarwal as an Independent Directors for a term of five (5) consecutive years with effect from 06th November, 2023.

The Board recommends the agenda as set out at Item No. 2 of the Postal Ballot Notice for approval by the Members.

ITEM NO. 3

The Board, based on the recommendation of the Nomination & Remuneration Committee at its meeting held on 06th November, 2023, had appointed Shri Avinash Todi (DIN: 01970390) as an Additional Director of the Company (in the capacity of Independent Director). Further, pursuant to provisions of regulation 17(1)(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of shareholders for appointment of a Director shall be taken at the next general meeting or within a time period of three months from date of appointment, whichever is earlier.

The Company has received, inter alia, the following consents, declarations and confirmations from Shri Avinash Todi with regard to the proposed appointment:

- Consent in Form DIR-2 to act as Director of the Company in terms of Section 152 of the Act and declaration in Form DIR-8 that he is not disqualified from being appointed as Director in terms of Section 164 of the Act;
- Declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
- Declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company; and
- Confirmation that he has registered himself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self- assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Brief Profile of Shri Avinash Todi is given below:

He is a Managing Director of M/s. Jaideep Ispat and Alloys Private Limited and having 17 years of experience.

He is having technical inclination towards latest IT technologies and Artificial Intelligence and Internet of Things.

Considering the qualifications, positive attributes, experience, expertise and independence of Shri Avinash Todi, the Board on the recommendation of Nomination & Remuneration Committee considered him suitable for appointment as Independent Director and has recommended his appointment to the members for a term of five (5) consecutive years up to 05th November, 2028 in terms of the provisions of the Act. Further, he shall not be liable to retire by rotation under Section 152 of the Act.

In line with the Company's remuneration policy for Independent Directors, Shri Avinash Todi will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board/Committee meetings.

Draft letter of appointment of Shri Avinash Todi, setting out the terms and conditions of appointment as an Independent Director is available for inspection by members electronically and also available on website of company at www.bslltd.com.

In the opinion of the Board, Shri Avinash Todi fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for his proposed appointment as an Independent Director and is independent of the Management.

The Company has also received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Shri Avinash Todi as an Independent Director of the Company.

Except Shri Avinash Todi and his relatives, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, in the proposed Resolution.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided under Annexure-III attached to this Notice.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience of Shri Avinash Todi, the Shareholders are requested to approve the appointment of Shri Avinash Todi as an Independent Directors for a term of five (5) consecutive years with effect from 6th November, 2023.

The Board recommends the agenda as set out at Item No. 3 of the Postal Ballot Notice for approval by the Members.

Item No. 4

The Board, based on the recommendation of the Nomination & Remuneration committee passed the resolution by Circulation and approved on 01st December, 2023, had appointed Shri Kunal Jhunjhunwala (DIN: 00752437) as an Additional Director of the Company (in the capacity of Independent Director). Further, pursuant to provisions of regulation 17(1)(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of shareholders for appointment of a Director shall be taken at the next general meeting or within a time period of three months from date of appointment, whichever is earlier.

The Company has received, inter alia, the following consents, declarations and confirmations from Shri Kunal Jhunjhunwala with regard to the proposed appointment:

- Consent in Form DIR-2 to act as Director of the Company in terms of Section 152 of the Act and declaration in Form DIR-8 that he is not disqualified from being appointed as Director in terms of Section 164 of the Act;
- Declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
- Declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;

- Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company; and
- Confirmation that he has registered himself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self- assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Brief Profile of Shri Kunal Jhunjunwala is given below:

Shri Kunal Jhunjunwala is a Director of Concord Nonwoven Industries Pvt. Ltd. and has experience of more than 25 years. He has been an entrepreneur for most of his professional life. His appointment as Director shall be very useful for the Company.

In line with the Company's remuneration policy for Independent Directors, Shri Kunal Jhunjunwala will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, re-imbusement of expenses for participation in the Board/Committee meetings.

Draft letter of appointment of Shri Kunal Jhunjunwala, setting out the terms and conditions of appointment as an Independent Director is available for inspection by members electronically and also available on website of company at www.bslltd.com.

Considering the qualifications, positive attributes, experience, expertise and independence of Shri Kunal Jhunjunwala, the Board on the recommendation of Nomination & Remuneration Committee considered him suitable for appointment as Independent Director and has recommended his appointment to the members for a term of five (5) consecutive years up to 30th November, 2028 in terms of the provisions of the Act. Further, he shall not be liable to retire by rotation under Section 152 of the Act.

In the opinion of the Board, Shri Kunal Jhunjunwala fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for his proposed appointment as an Independent Director and is independent of the Management.

The Company has also received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Shri Kunal Jhunjunwala as an Independent Director of the Company.

Except Shri Kunal Jhunjunwala and his relatives, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, in the proposed Resolution.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided under Annexure-IV attached to this Notice.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience of Shri Kunal Jhunjunwala, the Shareholders are requested to approve the appointment of Shri Kunal Jhunjunwala as an Independent Directors for a term of five (5) consecutive years with effect from 01st December, 2023.

The Board recommends the agenda as set out at Item No. 4 of the Postal Ballot Notice for approval by the Members.

Place : Bhilwara (Rajasthan)
Date : 01st December, 2023

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

Regd. Office:
26, Industrial Area,
Gandhi Nagar,
Bhilwara-311001 (Rajasthan)
Website: www.bslltd.com
E-mail: accounts@bslsuitings.com

(SHUBHAM JAIN)
Company Secretary and
Compliance Officer
M. No.: ACS-49973

ANNEXURE-I TO THE NOTICE

Brief Profile of persons proposed to be appointed as Director and additional information on Director recommended for appointment as required under regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided herein below:

1. SHRI HEMANT KAMALA JALAN

Brief Resume and Experience	As given in Item no. 1 of the explanatory statement.
Date of Birth	23-08-1957
Age	66 Years
DIN	00080942
Nationality	Indian
Qualification	M.B.A. from the University of Chicago; M.S in Chemical Engg from Stanford University; B.Tech in Chemical Engg from IIT Kanpur
Nature of expertise in specific functional areas	As mentioned above at Item No. 1 in the statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013
Relationship with other Directors, Manager and KMP of the Company	None
Shareholding in the Company including Shareholding as a beneficial owner	Nil
Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 years commencing from 06 th November, 2023 to 05 th November, 2028 subject to approval of shareholders and not liable to retire by rotation (Refer Item no. 1 of the Notice and Explanatory statement)
Remuneration proposed to be paid	He will be paid sitting fee as per Nomination and Remuneration policy of the company read with provisions of the Act.
Date of first appointment on Board	06 th November, 2023
Details of Remuneration last drawn	Nil
Number of Board meetings attended during the year till date	Nil
Other Directorships	Apple Chemie India Private Limited Indigo Paints Limited Zeus Numerix Private Limited Halogen Chemicals Private Limited
Chairman/member of the Committees of the Board of Directors of other Company#	
a) Audit Committee	Indigo Paints Limited - Member
b) Stakeholders’ Relationship Committee	Indigo Paints Limited - Member
Listed Entities from which the Director has resigned in the past 3 years	Nil

Audit Committee and Stakeholders Relationship Committee have been considered.

ANNEXURE-II TO THE NOTICE

2. SMT. AARTI B AGGARWAL

Brief Resume and Experience	As given in Item no. 2 of the explanatory statement.
Date of Birth	30-08-1964
Age	59 Years
DIN	00152346
Nationality	Indian
Qualification	BA Political Honours
Nature of expertise in specific functional areas	As mentioned above at Item No. 2 in the statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013
Relationship with other Directors, Manager and KMP of the Company	None
Shareholding in the Company including Shareholding as a beneficial owner	Nil
Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 years commencing from 06 th November, 2023 to 05 th November, 2028 subject to approval of shareholders and not liable to retire by rotation (Refer Item no. 2 of the Notice and Explanatory statement)
Remuneration proposed to be paid	She will be paid sitting fee as per Nomination and Remuneration policy of the company read with provisions of the Act.
Date of first appointment on Board	06 th November, 2023
Details of Remuneration last drawn	Nil
Number of Board meetings attended during the year till date	Nil
Other Directorships	Alpha Overseas International Pvt. Ltd Classic Steels Pvt. Ltd Leather Apparels Private Limited Tanya Promoters Pvt. Ltd Boston Finance Pvt. Ltd South Park Promoters Pvt. Ltd Alpha Stitch-Art Private Limited
Chairman/member of the Committees of the Board of Directors of other Company#	
a) Audit Committee	Nil
b) Stakeholders' Relationship Committee	Nil
Listed Entities from which the Director has resigned in the past 3 years	Nil

Audit Committee and Stakeholders Relationship Committee have been considered.

ANNEXURE-III TO THE NOTICE

3. SHRI AVINASH TODI

Brief Resume and Experience	As given in Item no. 3 of the explanatory statement.
Date of Birth	29-05-1987
Age	36 Years
DIN	01970390
Nationality	Indian
Qualification	B.E. (Computer Science)
Nature of expertise in specific functional areas	As mentioned above at Item No. 3 in the statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013
Relationship with other Directors, Manager and KMP of the Company	None
Shareholding in the Company including Shareholding as a beneficial owner	Nil
Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 years commencing from 06th November, 2023 to 05th November, 2028 subject to approval of shareholders and not liable to retire by rotation (Refer Item no. 3 of the Notice and Explanatory statement)
Remuneration proposed to be paid	He will be paid sitting fee as per Nomination and Remuneration policy of the company read with provisions of the Act.
Date of first appointment on Board	06 th November, 2023
Details of Remuneration last drawn	Nil
Number of Board meetings attended during the year till date	Nil
Other Directorships	Jaideep Ispat and Alloys Private Limited Moirra Welfare Foundation Jaideep Metallics & Alloys Private Limited BMT Infraestate Private Limited Jaideep Realty Private Limited Aryaman Civicon Private Limited Moirra Buildcon Private Limited Avinash Realty Private Limited Jaideep Steelworks India Private Limited
Chairman/member of the Committees of the Board of Directors of other Company#	
a) Audit Committee	Nil
b) Stakeholders' Relationship Committee	Nil
Listed Entities from which the Director has resigned in the past 3 years	Nil

Audit Committee and Stakeholders Relationship Committee have been considered.

ANNEXURE-IV TO THE NOTICE

4. SHRI KUNAL JHUNJHUNWALA

Brief Resume and Experience	As given in Item no. 4 of the explanatory statement.
Date of Birth	31-08-1976
Age	47 Years
DIN	00752437
Nationality	Indian
Qualification	B.Com
Nature of expertise in specific functional areas	As mentioned above at Item No. 4 in the statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013
Relationship with other Directors, Manager and KMP of the Company	None
Shareholding in the Company including Shareholding as a beneficial owner	Nil
Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 years commencing from 01 st December, 2023 to 30 th November, 2028 subject to approval of shareholders and not liable to retire by rotation (Refer Item no. 4 of the Notice and Explanatory statement)
Remuneration proposed to be paid	He will be paid sitting fee as per Nomination and Remuneration policy of the company read with provisions of the Act.
Date of first appointment on Board	01 st December, 2023
Details of Remuneration last drawn	Nil
Number of Board meetings attended during the year till date	Nil
Other Directorships	Subhdhan Tradelink Pvt. Ltd. Revlon Commercial Co Pvt. Ltd. Connect Textile & Processing Industries Pvt. Ltd. SPGI Traders Pvt. Ltd. Roshni Tradecom Pvt. Ltd. Arven Texknit Pvt. Ltd. Confirm Merchandise Pvt. Ltd. Bonanza Financial Consultants Pvt. Ltd. Concord Non Woven Industries Pvt. Ltd. Tulsan Properties Private Limited
Chairman/member of the Committees of the Board of Directors of other Company#	
a) Audit Committee	Nil
b) Stakeholders' Relationship Committee	Nil
Listed Entities from which the Director has resigned in the past 3 years	Nil

Audit Committee and Stakeholders Relationship Committee have been considered.