

# **BLS INFOTECH LIMITED**

**1/1A UPPER WOOD STREET**

**KOLKATA 700017**

**E MAIL: CORPBLS@GMAIL.COM CIN NO: L30007WB1985PLC038686**

**www.blsinfotech.com**

**6th August, 2025**

**BSE Limited**

**Phiroze Jeejeebhoy Towers**

**Dalal Street**

**Mumbai 400 001**

**CODE: 531175**

**Dear Madam/Sir**

## **Re: Annual Report for FY 2024-2025**

This is to inform that the 40th Annual General Meeting ("AGM") of the Company is scheduled to be held on Thursday, 28th August, 2025 at 09:00 A.M. (IST) physically at 1/1A Upper Wood Street, Kolkata 700017 in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with applicable circulars issued in this regard by MCA and SEBI (collectively referred to as "Circulars").

Pursuant to Regulation 34 of SEBI Listing Regulations, we are enclosing herewith the Annual Report of the Company for the financial year ended March 31, 2025 ("Annual Report"). In accordance with the aforesaid Circulars, the Notice and the Annual Report is being sent through electronic mode to the members of the Company whose names appear in the register of members/ register of beneficial owners maintained by the depositories on Friday, 1st August,

# **BLS INFOTECH LIMITED**

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2025 and whose e-mail addresses are registered with the Company/ registrar and share transfer agent ("RTA")/ depositories/ depository participants ("DPs"). The Company has appointed National Securities Depository Limited ("NSDL") as the e-voting agency. Members of the Company holding shares in demat or physical form on Wednesday, 20th August, 2025 (Cut-off date") will have the opportunity to cast their vote, on all resolutions as set out in the AGM Notice by electronic means, through remote e-voting facility which shall commence on Monday, 25th August, 2025, at 9.00 A.M. IST and ends on Wednesday, 27th August, 2025 at 5.00 P.M. IST or through E-Voting at the AGM.

Notice convening the AGM is also uploaded on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and appropriate publication.

Thanking you,

Yours faithfully

For BLS Infotech Ltd



Anirudh Rathi

Director

DIN: 09802343

(Enclosed as above)

**BLS INFOTECH LIMITED**

**CIN:** L3007WB1985PLC038686

**Regd. Office:** 1/1A, Upper Wood Street, Kolkata – 700017

**Email:** corpbls@gmail.com

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**NOTICE** is hereby given that the Fortieth (40<sup>th</sup>) Annual General Meeting of the Members of **BLS Infotech Limited** will be held at 1/1A, Upper Wood Street, Kolkata – 700017, West Bengal on Thursday, August 28, 2025 at 9:00 AM to transact the following businesses:

**ORDINARY BUSINESS**

**Item No. 1:**

**To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2025 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2025, and the statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' and the Auditors' thereon.**

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

"Resolved that the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 including the Audited Balance Sheet as on 31<sup>st</sup> March, 2025 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon, along with all annexures, as laid before this Annual General Meeting be and are hereby received, considered and adopted."

**Item No. 2:**

**To Appoint Mr Bibhas Bera (DIN: 00433029) as Director liable to retire by rotation, who being eligible, offers himself for appointment.**

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

"Resolved that Mr Bibhas Bera, who retires by rotation in terms of Section 152 of Companies Act, 2013 and who, being eligible, be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation"

**Item No. 3:**

**To appoint M/s Arun Jain & Associates, Chartered Accountants, as the Statutory Auditors of the Company to hold office for a period of 5 financial years from the conclusion of the 40<sup>th</sup> AGM till the conclusion of the 44<sup>th</sup> AGM at a remuneration to be decided by the Board of Directors.**

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

"Resolved that pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) and amendment(s) thereof for the time being in force, M/s Arun Jain & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 44<sup>th</sup> Annual General Meeting, at such remuneration plus applicable taxes and reimbursements of out of pocket expenses in connection with the Audit as may be mutually agreed between them and the Board of Directors of the Company."

## ***SPECIAL BUSINESS***

### **Item No. 4:**

#### **Appointment of Mr. Vipson Jain (DIN: 01756491) as an Independent Director of the Company.**

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

“Resolved that pursuant to the provision of Section 149, 150, & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules framed thereunder, Regulation 16(1)(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any statutory amendment(s), modifications(s) or re-enactment(s) thereof for the time being in force, and based on the recommendations of Nomination and Remuneration Committee, Mr Vipson Jain (DIN: 01756491), who was appointed as an Additional Non-Executive Independent Director of the Company w.e.f 30<sup>th</sup> May, 2025 by the Board of Directors under Section 161 of Companies Act, 2013 and other applicable provision of Article of Association (“AoA”) of the company and who holds office up to the date of Annual General Meeting, be and is hereby appointed as an Independent Director of the company to hold office for a first term of five(5) consecutive years with effect from 30<sup>th</sup> May, 2025.

Resolved further that all Directors of the company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual, or otherwise in relation to the above and to incur expenditure thereon and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s), to the terms and conditions if any as they may be deem necessary in this regards and to execute all deeds, applications documents and writing that may be required on behalf of the company and generally to do all acts, deeds, matters, and things as they may deem necessary in order to give effect to this Resolution.

### **Item No. 5:**

#### **Appointment of Mr. Sanjay Rawka (DIN: 00399625) as an Independent Director of the Company.**

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

“Resolved that pursuant to the provision of Section 149, 150, & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules framed thereunder, Regulation 16(1)(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any statutory amendment(s), modifications(s) or re-enactment(s) thereof for the time being in force, and based on the recommendations of Nomination and Remuneration Committee, Mr Sanjay Rawka Jain (DIN: 00399625), who was appointed as an Additional Non-Executive Independent Director of the Company w.e.f 30<sup>th</sup> May, 2025 by the Board of Directors under Section 161 of Companies Act, 2013 and other applicable provision of Article of Association (“AoA”) of the company and who holds office up to the date of Annual General Meeting, be and is hereby appointed as an Independent Director of the company to hold office for a first term of five(5) consecutive years with effect from 30<sup>th</sup> May, 2025.

Resolved further that all Directors of the company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual, or otherwise in relation to the above and to incur expenditure thereon and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s), to the terms and conditions if any as they may be deem necessary in this regards and to execute all deeds, applications documents and writing that may be required on behalf of the company and generally to do all acts, deeds, matters, and things as they may deem necessary in order to give effect to this Resolution.

### **Item No. 6:**

#### **Appointment of Mr. Anand Sushil Kothari (DIN: 10941748) as a Non-Executive Non Independent Director of the Company.**

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

“Resolved that pursuant to the provision of Section 152 & 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules framed thereunder, Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any statutory amendment(s), modifications(s) or re-enactment(s) thereof for the time being in force, and based



on the recommendations of Nomination and Remuneration Committee, Mr Anand Sushil Kothari (DIN: 10941748), who was appointed as an Additional Non-Executive Director of the Company w.e.f 12<sup>th</sup> February, 2025 by the Board of Directors under Section 161 of Companies Act, 2013 and other applicable provision of Article of Association ("AoA") of the company and who holds office up to the date of Annual General Meeting, be and is hereby appointed as a Director of the company to hold office for a first term of five(5) consecutive years with effect from 12<sup>th</sup> February, 2025.

Resolved further that all Directors of the company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual, or otherwise in relation to the above and to incur expenditure thereon and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s), to the terms and conditions if any as they may be deem necessary in this regards and to execute all deeds, applications documents and writing that may be required on behalf of the company and generally to do all acts, deeds, matters, and things as they may deem necessary in order to give effect to this Resolution.

**Item No. 7:**

**Appointment of CS Mrs Manjula Poddar, Practising Company Secretary, as the Secretarial Auditors of the Company for a term of 5 years.**

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

"Resolved that pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for appointment of CS Mrs Manjula Poddar, Practicing Company Secretaries (Membership Number: F9426), as the Secretarial Auditor of the Company for financial year 2024-2025 at a remuneration determined by the Board of Directors of the Company as per the recommendation of the Audit Committee, in addition to out of pocket expenses and applicable taxes as may be incurred by them during the course of the audit.

Resolved further that any one of the Directors or the Manager be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

**By order of the Board of Directors  
For BLS Infotech Limited**

**Place: Kolkata  
Date: 01/08/2025**

**Anirudh Rath  
Managing Director  
DIN: 09802343**

## NOTES

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses under Item No. 4 to 7 of the accompanying Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. MEMBERS/PROXIES/AUTHORISED REPRESENTATIVES SHOULD BRING THE DULY FILLED ATTENDANCE SLIP ENCLOSED HEREWITH TO ATTEND THE MEETING. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.  
  
A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. 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 CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A PROXY FORM IS ATTACHED HERETO.
3. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the company a certified true copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent/Company.
5. Electronic copy of the Annual Report for FY 2024-25 is being sent to all the members whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2024-25 are being sent in the permitted mode. Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository participant (in case of shares in dematerialized form) or with S.K. Infosolutions Private Limited (in case of Shares held in physical form).
6. The record date for the purpose of determining the eligibility of the Members to attend the 40<sup>th</sup> Annual General Meeting of the Company is, August 20, 2025.
7. Electronic copy of the Notice of the 40th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 40th Annual General Meeting of the Company along with Attendance Slip and Proxy Form can be sent in the permitted mode.
8. 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.
9. Members holding shares in Demat form are requested to notify immediately changes, if any, in their registered address, bank details, mandate, nomination, power of attorney and email address, directly to their respective Depository Participant (DP).
10. The physical copies of the documents will also be available at the Company's registered office for inspection during

normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at [corpbbs@gmail.com](mailto:corpbbs@gmail.com).

11. Pursuant to the applicable provisions of Companies Act 2013, and the rules framed there under, any money transfer to the unpaid dividend account of the company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the unpaid dividend account shall be transferred by the company to the Investor Education and Protection Fund established by the Central Government.
12. Additional information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the Annual General Meeting is furnished as annexure to the Notice. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules framed there under.
13. The facility for making/varying/cancelling nomination is available to individuals holding shares in the Company. Nominations can be made in Form SH.13 and any variation/cancellation thereof can be made by giving notice in Form SH.14, Prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose.
14. The Ministry of Corporate Affairs, Government of India has introduced a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013.
15. In view of the above, the Company has communicated in the earlier year through Annual Report to its members requesting them to register their designated email ID with the Company/RTA. However, members who are desirous of obtaining physical copy of the Notices, Postal Ballots, Annual Reports and other documents may forward their written request to the Company/RTA for the same.
16. Members seeking any information or clarification on the Annual Report are requested to send in written queries to the company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the meeting.
17. The shares of the Company are under compulsory demat list of the SEBI. The trading in equity shares can be only in demat form.
18. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the company on all working days during business hours up to the date of the Meeting.
19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
20. A route map showing directions to reach the venue of the 40th Annual General Meeting of the Company is given hereunder as per the requirement of the Secretarial Standards-2 on "General Meetings".
21. **The remote e-voting period begins on Monday, 25<sup>th</sup> August, 2025 at 9:00 A.M. and ends on Wednesday, 27<sup>th</sup> August, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 20<sup>th</sup> August, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20<sup>th</sup> August, 2025.**

**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.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p><b>NSDL Mobile App is available on</b></p> <div> App Store</div> <div> Google Play</div> <div></div> <div></div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting 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?**

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 'Shareholder/Member' section.
3. 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.*
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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

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.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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 etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

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

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

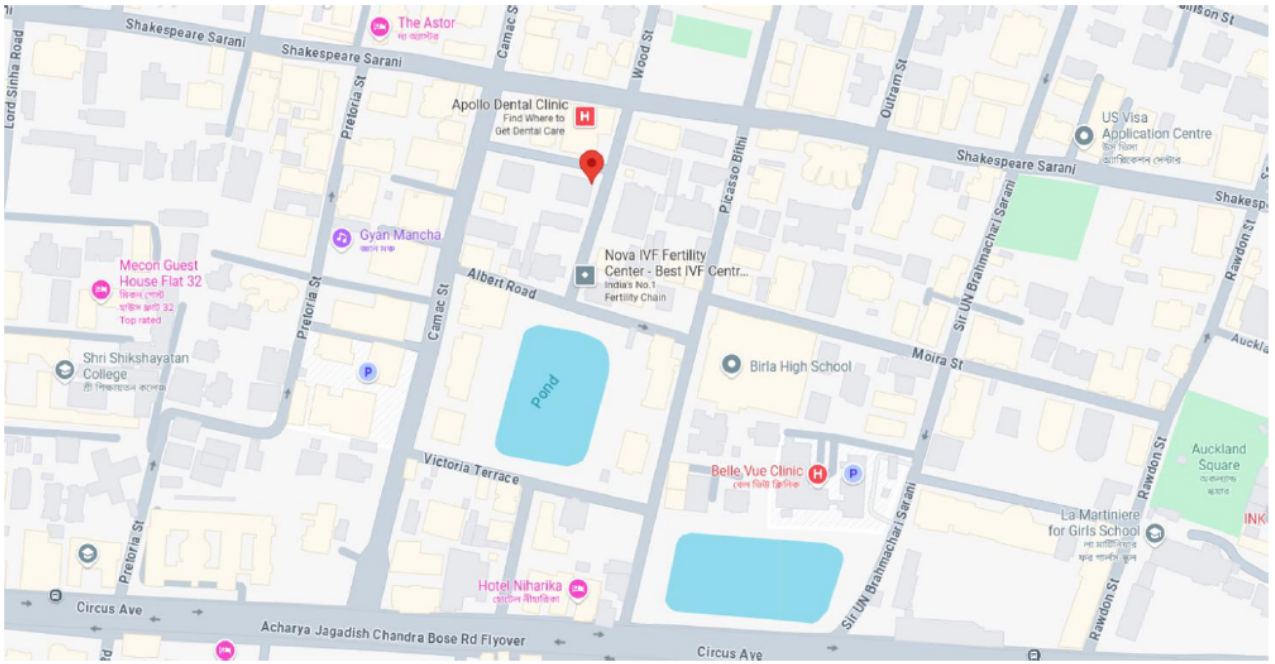
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the 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 [csmanjulapoddar@gmail.com](mailto:csmanjulapoddar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://www.evoting.nsdl.com) to reset the password. 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](http://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.co.in](mailto:evoting@nsdl.co.in)

**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 corpbls@gmail.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 corpbls@gmail.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.co.in](mailto:evoting@nsdl.co.in) 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.



**Route Map of venue of the 40<sup>th</sup> Annual General Meeting to be held at the Registered Office of the Company at 1/1A Upper Wood Street, Kolkata 700017**

## **Annexure A**

**Details of Directors seeking appointment / reappointment in forthcoming Annual General Meeting in pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

### **I.**

Name of Director	Mr. Bibhas Bera
DIN	00433029
Date of Birth	30/04/1960
Date of Appointment on the Board	01/02/2018
Expertise in specific functional area	Management
Qualification	B.Com
Relationship with other Directors	NIL
Directorship in other limited companies	0
Membership of Committees in Other Public Limited Companies	0
Shareholding of Director in the Company	0

### **II.**

Name of Director	Mr. Vipson Jain
DIN	01756491
Date of Birth	15/10/1978
Date of Appointment on the Board	30/05/2025
Expertise in specific functional area	Finance & Management
Qualification	B.Com
Relationship with other Directors	NIL
Directorship in other limited companies	0
Membership of Committees in Other Public Limited Companies	0
Shareholding of Director in the Company	0

### **III.**

Name of Director	Mr. Sanjay Rawka
DIN	00399625
Date of Birth	28/08/1969
Date of Appointment on the Board	30/05/2025
Expertise in specific functional area	Management
Qualification	B.Com
Relationship with other Directors	NIL
Directorship in other limited companies	0
Membership of Committees in Other Public Limited Companies	0
Shareholding of Director in the Company	0



**IV.**

Name of Director	Mr. Anand Sushil Kothari
DIN	10941748
Date of Birth	28/07/1982
Date of Appointment on the Board	12/02/2025
Expertise in specific functional area	Finance & Accounts
Qualification	B.Com
Relationship with other Directors	NIL
Directorship in other limited companies	0
Membership of Committees in Other Public Limited Companies	NIL
Shareholding of Director in the Company	0

**By order of the Board of Directors  
For BLS Infotech Limited**

**Place: Kolkata  
Date: 01/08/2025**

**Anirudh Rathi  
Managing Director  
DIN: 09802343**

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

The following Explanatory Statements sets out the material facts relating to the special business set out in the accompanying notice of the 40th Annual General Meeting of the Members of the Company.

##### **Item No. 4**

The Board of Directors at its meeting held on 30<sup>th</sup> May, 2025, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Vipson Jain pursuant to the provisions of Section 149, 150, 151 and 161 of the Act and rules made there under and the Articles of Association of the Company, as an Additional Independent Director of the Company. In terms of the provisions of Section 161 of the Act, Mr. Vipson Jain would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Moreover, he fulfills the criteria for independence laid out in Section 149(6) of the Act and Regulation 25 of the SEBI (LODR) Regulations, 2015.

He possesses appropriate skills, experience and knowledge. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that he is appointed as an Independent Director.

A copy of the letter for appointment of him as a Non-Executive Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during business hours on any working day, excluding Saturday.

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

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mr. Vipson Jain (DIN: 01756491) being an appointee, is in any way concerned or interested, financial or otherwise, in the said Resolution.

##### **Item No. 5**

The Board of Directors at its meeting held on 30<sup>th</sup> May, 2025, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Sanjay Rawka pursuant to the provisions of Section 149, 150, 151 and 161 of the Act and rules made there under and the Articles of Association of the Company, as an Additional Independent Director of the Company.

In terms of the provisions of Section 161 of the Act, Mr. Sanjay Rawka would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Moreover, he fulfills the criteria for independence laid out in Section 149(6) of the Act and Regulation 25 of the SEBI (LODR) Regulations, 2015.

He possesses appropriate skills, experience and knowledge. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that he is appointed as an Independent Director.

A copy of the letter for appointment of him as a Non-Executive Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during business hours on any working day, excluding Saturday.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mr. Sanjay Rawka (DIN: 00399625) being an appointee, is in any way concerned or interested, financial or otherwise, in the said Resolution.

**Item No. 6**

The Board of Directors at its meeting held on 12<sup>th</sup> February, 2025, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Anand Sushil Kothari pursuant to the provisions of Section 152 and 161 of the Act and rules made there under and the Articles of Association of the Company, as an Additional Director of the Company

In terms of the provisions of Section 161 of the Act, Mr. Anand Sushil Kothari would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

He possesses appropriate skills, experience and knowledge. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that he is appointed as a Director.

A copy of the letter for appointment of him as a Non-Executive Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during business hours on any working day, excluding Saturday.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mr. Anand Sushil Kothari (DIN: 10941748) being an appointee, is in any way concerned or interested, financial or otherwise, in the said Resolution.

**Item No. 7**

Pursuant to the provisions of Regulation 24A of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable regulations and Section 204 of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, Company needs to appoint a Peer Reviewed Practicing Company Secretary as its Secretarial Auditor.

After evaluating various factors such as Industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company based on the recommendation of the Audit Committee proposes the appointment of CS Mrs Manjula Poddar, Practicing Company Secretary, a peer reviewed firm, as the Secretarial Auditors of the Company, for FY 2024-25, subject to the approval of Members of the Company.

Mrs Manjula Poddar has consented to her appointment as the Secretarial Auditor and confirmed that she holds a valid peer review certificate. She has further confirmed that she is not disqualified to be appointed as the Secretarial Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

CS Mrs Manjula Poddar is a well-known Practicing Company Secretary based in Kolkata. Her firm provides professional services in the field of Corporate Laws and SEBI Regulations, including carrying out Secretarial Audit, Due Diligence Audits and Compliance Audits for several reputed companies.

None of the Directors and Key Managerial Personnel of the Company, their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. The Board recommends the Ordinary resolution set out in Item No. 6 of the Notice for approval by the Members.

**By order of the Board of Directors  
For BLS Infotech Limited**

**Place: Kolkata**

**Date: 01/08/2025**

**Anirudh Rathi  
Managing Director  
DIN: 09802343**

**BLS INFOTECH LIMITED**

**ANNUAL REPORT 2024-25**

**COMPANY INFORMATION**

<b>BOARD OF DIRECTORS</b>	<ol style="list-style-type: none"><li>1. Mr Anirudh Rathi, Managing Director &amp; Chairperson</li><li>2. Mr Bibhas Bera, Non-Executive Director</li><li>3. Ms Priyanka Singh, Independent Director</li><li>4. Ms Vidhi Vikas Pavan Kumar, Independent Director</li><li>5. Mr Anand Sushil Kothari, Non-Executive Director (w.e.f. 12<sup>th</sup> February, 2025)</li><li>6. Mr Vipson Jain, Independent Director (w.e.f. 30<sup>th</sup> May, 2025)</li><li>7. Mr Sanjay Rawka, Independent Director (w.e.f. 30<sup>th</sup> May, 2025)</li></ol>
<b>CHIEF FINANCIAL OFFICER</b>	Mr. Vivek M Kumar Thakur
<b>AUDITORS</b>	M/s. Arun Jain & Associates Chartered Accountants Kolkata
<b>BANKERS</b>	Federal Bank
<b>REGISTERED OFFICE</b>	1/1A Upper Wood Street Kolkata – 700017
<b>SECRETARIAL AUDITORS</b>	CS Manjula Poddar
<b>REGISTRAR &amp; SHARE TRANSFER AGENTS</b>	M/s. S.K. Infosolutions Pvt Ltd Regn No - INR000003886 D/42 Katju Nagar, Ground Floor Near South City Mall Jadavpur, Kolkata - 700032 Ph:-033-24120027 Email id: <a href="mailto:contact@skcinfo.com">contact@skcinfo.com</a>
<b>40<sup>TH</sup> ANNUAL GENERAL MEETING</b>	
<b>DAY, DATE &amp; TIME</b>	Thursday, 28 <sup>th</sup> August, 2025 at 09:00 AM
<b>VENUE</b>	1/1A, Upper Wood Street Kolkata – 700017
<b>BOOK CLOSURE</b>	Thursday, 21 <sup>st</sup> August, 2025 to Wednesday, 27 <sup>th</sup> August, 2025 (Both days inclusive)



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## **DIRECTOR'S REPORT**

**TO**

**THE MEMBERS**

**BLS INFOTECH LIMITED**

Your directors are pleased to present the Fortieth (40th) Annual Report together with the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2025.

*(Amount in Lacs)*

Particulars	Year ended 31 <sup>st</sup> March, 2025	Year ended 31 <sup>st</sup> March, 2024
Total Income	14.02	23.17
Less: Total Expenditure	13.55	22.62
Profit before Taxation	0.47	0.54
Less: Tax Expense	0.12	0.14
Profit for the period	0.35	0.40
Add: Brought forward from previous year	(303.60)	(304.00)
<b>Surplus carried to Balance Sheet</b>	<b>(303.25)</b>	<b>(303.60)</b>

## **COMPANY PERFORMANCE**

Your Company has prepared the Financial Statements for the financial year ended 31<sup>st</sup> March, 2025 under Sections 129, 133 and Schedule II to the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.

The Company's total income during the year stood at Rs. 14.02 Lacs, as compared to Rs. 23.17 Lacs in the previous year. The Company's profit before tax is Rs. 0.47 Lacs during the year, as compared to Rs. 0.54 Lacs in the previous year. The Company earned a net profit of Rs. 0.35 Lacs, as against a net profit of Rs. 0.40 Lacs in the previous year.

## **DIVIDEND**

In order to maintain a healthy capital adequacy ratio to support long term growth of Company, Directors have not recommended any Dividend for the Financial Year 2024-25.

## **AMOUNTS PROPOSED TO BE CARRIED TO THE RESERVES**

The Company has not transferred any amount out of the profit earned to reserve account during the year under review. The entire profit earned during the year under review is being carried forward under Profit & Loss Account.

## **DETAILS IN RESPECT OF FRAUD**

During the year under review, the Statutory Auditors have not reported any instances of frauds committed in the Company by its Officers and Employees under Section 143(12) of the Companies Act, 2013.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT**

There have been no material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial year relate and the date of this

report.

#### **COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company has Complied with the applicable Secretarial Standards (as amended from time to time) on meetings of the Board of Directors and Meeting of Shareholders (EGM/AGM) i.e. SS-1 and SS-2 issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.

#### **SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS**

There were no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future. However, trading of Company's shares on the Stock Exchanges was suspended because of penal reasons. Application for removal of this suspension has been made and updates will be shared as and when necessary.

#### **RISK MANAGEMENT AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company's Internal Control Systems are commensurate with the nature, size and complexity of its business and ensure proper safeguarding of assets, maintaining proper accounting record and providing reliable financial information. Your Company's Internal Control ensures that all assets of the Company are safeguarded and protected, proper prevention and detection of frauds and errors and all transactions are authorized, recorded and reported appropriately.

Your Company has an adequate system of internal financial controls commensurate with its size and scale of operations, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

Such practice provides reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with the applicable legislations. Your Company also monitors through its Internal Audit Team the requirements of processes in order to prevent or timely detect unauthorized acquisition, use or disposition of the Company's Assets which could have a material effect on the Financial Statements of the Company. The Internal Audit function is responsible to assist the Audit Committee on an independent basis with a complete review of the risk assessments and associated management action plans.

During the year under review, the Internal Financial Control Audit was carried out by the Statutory Auditors, the Report of which is forming part of this Annual Report.

#### **DEPOSITS**

During the year under review, the Company has not accepted any deposit within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

#### **STATUTORY AUDITORS**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and Rules framed thereunder, **M/s Arun Jain & Associates**, Chartered Accountant, (Firm Registration No. 325867E meeting) Statutory Auditors of the Company, holds office till the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment till the conclusion of 44<sup>th</sup> Annual General Meeting. Further, they have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

Accordingly, the Board recommends the resolution in relation to appointment of Statutory Auditors, for the approval by the shareholders of the Company.

There is no audit qualification for the year under review.

However, in their Independent Auditor's Report on Compliance with Corporate Governance requirements, they have pointed out that the Company has the following:

- Board Composition was not adequately maintained during the year
- Vacancy of Company Secretary has not been duly filed
- Website has not been functional during the year
- Appointment of Ms Priyanka Singh has not been regularized and her office is deemed vacated under the Companies Act, 2013. Consequently, Audit Committee is also facing composition issues, since Ms Singh holds position of Chair.

Management has understood and taken note of these issues in compliances and will take immediate and prompt measures to rectify the defaults.

#### **SECRETARIAL AUDITOR**

In terms of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed CS Manjula Poddar, Practicing Company Secretary (Certificate of Practice No. 11252), as the Secretarial Auditor.

The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2025 is annexed herewith as **[Annexure A]** to this report. Qualifications made by the Auditor have been addressed by the Board in the respective paragraphs.

#### **DETAILS OF SUBSIDIARY/ JOINT VENTURES/ASSOCIATE COMPANIES**

As on 31<sup>st</sup> March, 2025, the Company does not have any Subsidiary/Joint Venture/ Associate Companies as per the provisions of the Companies Act, 2013.

#### **SHARE CAPITAL**

The Authorised Share Capital of your Company stands at Rs. 45,00,00,000/- divided into 45,00,00,000 Equity shares of Rs. 1/- each. At present the Issued, Subscribed and Paid Up Share Capital of the Company is Rs. 43,76,94,813/- divided into 43,76,94,813 Equity Shares of Rs. 1/- each. During the year under review, the Company has not issued any shares.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

##### *a) Particulars of Conservation of Energy, Technology Absorption*

The Provisions of Section 134(m) of the Act relating to conservation of energy and technology absorption do not apply to this Company as the Company has not carried out any manufacturing activities.

##### *b) Foreign Exchange Earnings and Outgo*

During the year under review there was no foreign exchange outgo nor was any foreign exchange earned.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Company has a duly constituted Board of Directors which is in compliance with the requirements of the Companies Act, 2013, schedules thereto and rules framed there under and also in terms of the provisions of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Articles of Association of the Company.

*a) Declaration by Independent Directors*

All the Independent Directors have given a declaration that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 read with the rules made there under and as per Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfil the conditions of Independence as specified in the Act and the rules made thereunder. It is to be noted that given the state of Company's affairs, the Independent Directors had decided to forego their sitting fees for the year.

*b) Non-Independent Director*

A brief profile of the above Director seeking appointment/re-appointment required as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be provided in the Notice of Annual General Meeting of the Company. None of the Directors of the Company are disqualified for being appointed as Directors, as specified in Section 164 (2) of the Companies Act, 2013 and rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

*c) Familiarisation Programme*

The Independent Directors are familiarised with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. On appointment, the Independent Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The Director is also explained in detail the various compliances required from him/her as a Director under the various provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

*d) Changes in Directorship/Key Managerial Personnel during the year*

Mr Anand Sushil Kothari was appointed as a Non-Executive, Non-Independent Director of the Company with effect from 12<sup>th</sup> February, 2025.

Mr Anirudh Rathi, who was earlier appointed as a Director on the Board with effect from 23<sup>rd</sup> February, 2024, was designated as the Managing Director on and from 12<sup>th</sup> February, 2025.

Mr Anirudh Dhanania, who was an Executive Director on the Board, tendered his resignation with effect from 12<sup>th</sup> February, 2025. Mr Bibekanada Gangopadhyay and Mr Nitesh Singh, who were the Independent Directors of the Company, resigned from their respective offices with effect from 12<sup>th</sup> February, 2025. The Board places on record their sincere appreciation and gratitude for the assistance and guidance provided by them during their tenure as Directors of the Company.

Mr Vipson Jain and Mr Sanjay Rawka were appointed as Independent Directors of the Company by the Board of Directors in the Board Meeting held on 30<sup>th</sup> May, 2025, and their appointment is subject to the ratification of shareholders in the ensuing AGM. The ratification forms part of the Agenda to be considered at the ensuing AGM.

*e) Secretarial Auditor (CS Manjula Poddar) and Independent Auditor (M/s Arun Jain & Associates, Chartered Accountants) have communicated to the Board in their respective reports that appointment of Ms Priyanka Singh has not been regularized, and pursuant to the provisions of the Companies Act, 2013, her office is deemed to be vacated. Steps are being taken by the Board immediately in this regard.*



## **ANNUAL EVALUATION OF BOARD'S PERFORMANCE**

Your Company understands the requirements of an effective Board Evaluation process and accordingly conducts a Performance Evaluation every year in respect of the following:

- a. Board of Directors as a whole;
- b. Committees of the Board of Directors;
- c. Individual Directors including the Chairman of the Board of the Directors.

In compliance with the requirements of the provisions of Section 178 of the Companies Act, 2013, the Listing Regulations and the Guidance Note on Board Evaluation issued by SEBI in January 2017, your Company has carried out a Performance Evaluation for the Board / Committees of the Board / Individual Directors including the Chairman of the Board of Directors for the financial year ended 31<sup>st</sup> March, 2025. The key objectives of conducting the Board Evaluation were to ensure that the Board and various Committees of the Board have appropriate composition of Directors and that they have been functioning collectively to achieve common business goals of your Company. Similarly, the key objective of conducting performance evaluation of the Directors through individual assessment and peer assessment was to ascertain if the Directors actively participate in Board Meetings and contribute to achieve the common business goal of the Company.

The Directors carried out the aforesaid Performance Evaluation in a confidential manner and provided their feedback. Duly completed feedback forms were sent to the Chairman of the Board and the Chairman / Chairperson of the respective Committees of the Board for their consideration. The Performance Evaluation feedback of the Chairman was sent to the Chairperson of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee forwarded their recommendation based on such Performance Evaluation to the Board of Directors. All the criteria of Evaluation as envisaged in the SEBI Circular on 'Guidance Note on Board Evaluation' had been adhered to by your Company.

## **NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

A total of Five (5) Meetings of the Board of Directors of your Company were held during the year under review. The maximum interval between two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013, and in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details of all Board/Committee Meetings are given in the Corporate Governance Report [**Annexure C**].

## **COMMITTEES OF THE BOARD**

The Company has constituted/re-constituted various Board level committees in accordance with the requirements of Companies Act, 2013. Details of all the Committees along with composition and meetings held during the year under review are provided in the Corporate Governance Report.

## **AUDIT COMMITTEE**

The composition and terms of reference of the Audit Committee has been furnished in the Corporate Governance Report [**Annexure C**]. There have been no instances where the Board has not accepted the recommendations of the Audit Committee. However, qualifications have been received from Secretarial Auditor (CS Manjula Poddar) and Independent Auditor (M/s Arun Jain & Associates, Chartered Accountants) that since appointment of Ms Priyanka Singh, Independent Director, has not been regularized, her office is deemed to be vacated. Since she is the Chair of Audit Committee, the composition is not adequate. Board is taking immediate steps to rectify this default.

## **NOMINATION AND REMUNERATION COMMITTEE**

The composition and terms of reference of the Nomination and Remuneration Committee has been furnished in the Corporate Governance Report [Annexure C].

## **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The composition and terms of reference of the Stakeholders Relationship Committee has been furnished in the Corporate Governance Report [Annexure C].

## **DIRECTORS APPOINTMENT AND REMUNERATION POLICY**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The details of this policy are explained and annexed as [Annexure B] and forms an integral part of this Report.

## **WHISTLE BLOWER POLICY/VIGIL MECHANISM**

Your Company has formulated a codified Whistle Blower Policy incorporating the provisions relating to Vigil Mechanism in terms of Section 177 of the Companies Act, 2013 and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in order to encourage Directors and Employees of your Company to escalate to the level of the Audit Committee any issue of concerns impacting and compromising with the interest of your Company and its stakeholders in any way. Your Company is committed to adhere to highest possible standards of ethical, moral and legal business conduct and to open communication and to provide necessary safeguards for protection of employees from reprisals or victimization for whistle blowing in good faith.

## **PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE**

Your Company is committed to provide and promote a safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. Your Company, in its endeavour to provide a safe and healthy work environment for all its employees, has developed a policy to ensure zero tolerance towards verbal, physical, psychological conduct of a sexual nature by any employee or stakeholder that directly or indirectly harasses, disrupts or interferes with another employee's work performance or creates an intimidating, offensive or hostile environment such that each employee can realize his / her maximum potential.

Your Company has put in place a 'Policy on Prevention of Sexual Harassment' as per The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Policy is meant to sensitize the employees about their fundamental right to have safe and healthy environment at workplace. As per the Policy, any employee may report his / her complaint to the Audit Committee and to the Board of Directors of the Company.

Your Company affirms that during the year under review adequate access was provided to complainant, if any, who wished to register a complaint under the policy.

During the year, your Company has not received any complaint on sexual harassment.

## **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

The Company has not given any Guarantees or Investments or provided security in terms of Section 186 of the Companies

Act, 2013 during the year under review, however the company has given loan to the parties & has complied with the provision of section 186 of the Companies Act, 2013. Details of such Loans forms part of the notes to the Financial Statements provided in this Annual Report.

## **RELATED PARTY TRANSACTIONS**

During the financial year ended 31<sup>st</sup> March, 2025 the company has not entered into any related party transactions.

## **CORPORATE GOVERNANCE REPORT**

Your Company has always attempted to practice sound corporate governance and takes necessary actions at appropriate times for enhancing and meeting stakeholders' expectations while continuing to comply with the mandatory provisions of Corporate Governance.

As per Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 a separate section on corporate governance practices followed by the Company, together with a certificate confirming compliance is given as **[Annexure C]** and forms an integral part of this Report.

## **MANAGEMENT DISCUSSION & ANALYSIS**

The Management Discussion and Analysis Report on the operations of the Company, as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in a separate section as **[Annexure D]** and forms an integral part of this Report.

## **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), the Directors of your Company confirm that:

- a. in the preparation of the Annual Accounts for the financial year ended 31<sup>st</sup> March, 2025, the applicable Accounting Standards and Schedule III of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), have been followed and there are no material departures from the same;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2025 and of the profit & loss of the Company for the Financial Year 31<sup>st</sup> March, 2025;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force) for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a 'going concern' basis;
- e. proper internal financial controls laid down by the Directors were followed by your Company and that such internal financial controls are adequate and operating effectively; and
- f. proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

#### **RATIO OF REMUNERATION OF KMP TO MEDIAN REMUNERATION OF EMPLOYEES**

Pursuant to Section 197(12) of the Companies Act, 2013 and read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Rules), Median remuneration of employees of the Company stood at Rs. 7166.67 per month. Remuneration to Mr Anirudh Rath (Managing Director) was the only payment made as Remuneration to KMP, from 12<sup>th</sup> February, 2025. Mr Rath is entitled to Rs 25000/- per month. Thus, ratio of Remuneration of KMP to Median Remuneration of Employees during the year stood at 0.29:1.

#### **CAUTIONARY STATEMENT**

Statements in this Directors' Report and Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include changes in Government regulations, Tax regimes, economic developments in India and other ancillary factor.

#### **APPRECIATION**

Your directors wish to place on record their appreciation, for the contribution made by the employees at all levels but for whose hard work, and support, your Company's achievements would not have been possible. Your directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.

**By order of the Board of Directors  
For BLS Infotech Limited**

**Place: Kolkata**

**Date: 01/08/2025**

**Anirudh Rath**  
*Managing Director*  
*DIN: 09802343*

**Bibhas Bera**  
*Director*  
*DIN: 00433029*

**ANNEXURE A**

***SECRETARIAL AUDIT REPORT***

**BLS INFOTECH LIMITED  
1/1A UPPER WOOD STREET  
KOLKATA 700017**

**SECRETARIAL AUDIT REPORT  
FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2025**

**MANJULA PODADAR  
COMPANY SECRETARY  
9, LAL BAZAR STREET,  
BLOCK -B, ROOM NO. 3084  
3RD FLOOR  
KOLKATA 700001**



*Manjula Poddar*

COMPANY SECRETARY

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
BLS INFOTECH LIMITED  
1/1A Upper Wood Street  
Kolkata 700017

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BLS INFOTECH LIMITED** (hereinafter called the company) (CIN NO: L30007WB1985PLC038686). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the available books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2025 according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the rules made there under;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

**AC, Mansion Building, 72, Bentinck Street, 5<sup>th</sup> Floor, Room No. 1A Kolkata  
– 700001**

**Mobile : +91 9831004461, E mail : csmanjulapoddar@gmail.com**

- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings -
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz :-
  - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015
  - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;- **There was no such event during the year.**
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;- **There were no events occurred during the year which were attracting the provisions of these Guidelines and hence not applicable.**
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021-**There were no events occurred during the year which were attracting the provisions of these Guidelines and hence not applicable.**
  - f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **There were no events occurred during the year which were attracting the provisions of these Regulations and hence not applicable.**
  - g) The Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;- **There were no events occurred during the year which were attracting the provisions of these Regulations and hence not applicable.**
  - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **There were no events occurred during the year which were attracting the provisions of these Regulations and hence not applicable.**
  - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **There were no events occurred during the year which were attracting the provisions of these Regulations and hence not applicable.**



- vi. As per information provided by the management and Board of directors of the company, the Company has complied with the following laws specifically applicable to it including the Income Tax Act, 1961 and The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
2. We have also examined compliance with the applicable clauses of the following:
- i. Secretarial Standard 1 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India; however copies of minutes and notices were not available for physical inspection.
  - ii. The Listing Agreement entered into by the Company with Bombay Stock Exchange-

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except:

- i. ***The Company has not yet filed SDD Compliance Certificate and is marked as SDD Non-Compliant by BSE.***
- ii. ***The Company has not filled the casual vacancy of Company Secretary within six months as required under Sec. 203(4) of The Companies Act, 2013 and rules there under.***
- iii. ***Appointment of Ms Priyanka Singh has not been regularized since 01.03.2023.***
- iv. ***Non-compliances in regards to Listing Obligations were made in the past for which the Bombay Stock Exchange has levied fines and suspended the trading of the Company's shares temporarily. The Company has applied for a waiver of the fines, and revocation of suspension. It is currently rectifying the non-compliances and is co-operating with the Exchange.***
- v. ***Website of the Company was not functioning during the year, and it has been communicated to us that it was under maintenance.***

3. We further report that:

- I. The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors at instances during the year and at the year ending. Moreover, changes were made in the Board in the last quarter of the year, pursuant to which certain Independent Directors vacated the office. The vacancies have since been filled and as on the current date, the Board is composed adequately.

**II.** The changes in the composition of the Board of Directors and Key Managerial Personnel that took place during the period under review were carried out in compliance with the provisions of the Act except as mentioned below;

**i. *The Company has not filled the casual vacancy of Company Secretary within six months as required under Sec. 203(4) of The Companies Act, 2013 and rules there under.***

**III.** As informed by the management, adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting; However, minutes and attendance sheet were not available for verification.

**IV.** During the year under review, the following changes took place on the Board:

- a. *Appointments-* Mr Anand Sushil Kothari was appointed as Additional Non-Executive Director on the Board of Directors wef 12<sup>th</sup> February, 2025, and his ratification is pending in the upcoming AGM.
- b. *Redesignation-* Mr Anirudh Rathi was designated as the Managing Director on and from the 12<sup>th</sup> of February, 2025.
- c. *Resignations-* Mr Nitesh Singh and Mr Bibekananda Gangopadhyay, Independent Directors, and Mr Anirudh Dhanania, Executive Director, tendered their respective resignations which were accepted by the Company wef 12<sup>th</sup> February, 2025.

The changes in the composition of the Board of Directors and Key Managerial Personnel that took place during the period under review were carried out in compliance with the provisions of the Act.

**V.** Director Ms Priyanka Singh, who was appointed by the Company w.e.f. 01.03.2023, has not been regularized as per MCA records, and is still tagged as an Additional Director. Further, since she is the Chairperson of the Audit Committee, composition of that Committee is also faulty.

**VI.** During the year under review, there was a change in the Statutory Auditors of the Company, wherein the previous auditor, M/S Acharyya Swapan & Co., tendered their resignation on 1<sup>st</sup> December, 2024 owing to them not being peer reviewed, and in their place, M/S Arun Jain & Associates (FRN: 325867E) were appointed on and from the same date.

**VII.** Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**4.** We report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

5. We further report that during the audit period, there were no specific events or actions which might have a bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**Place: Kolkata**

**Signature:**

**Dated: 30<sup>th</sup> May, 2025**

**MANJULA PODDAR. PCS**

**FCS No :9426**

**C.P.No. :11252**

**UDIN : F009426G000516856**

**Peer Review Cert No.: 3830/2023**

## **Annexure - 1 to Secretarial Audit Report**

To,  
The Members  
BLS INFOTECH LIMITED  
1/1A Upper Wood Street  
Kolkata 700017

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representations about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place: Kolkata**

**Dated: 30<sup>th</sup> May, 2025**

**MANJULA PODDAR, PCS**

**FCS No :9426**

**C.P.No. :11252**

**UDIN : F009426G000516856**

**Peer Review Cert No.: 3830/2023**

## **ANNEXURE B**

### ***DIRECTORS APPOINTMENT & REMUNERATION POLICY***

#### **NOMINATION & REMUNERATION POLICY PREAMBLE**

The Board of Directors of “BLS Infotech Limited” (“the Company”) had constituted a Nomination and Remuneration Committee consisting of three (3) Directors, of which all are Independent Directors.

#### **OBJECTIVE**

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto. The key objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- d) To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- e) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- f) To devise a policy on Board diversity
- g) To develop a succession plan for the Board and to regularly review the plan.

#### **1. DEFINITIONS**

- a) “Act” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- b) “Board” means Board of Directors of the Company.
- c) “Directors” mean Directors of the Company.
- d) “Key Managerial Personnel” means
  - i. Chief Executive Officer or the Managing Director or the Manager;
  - ii. Whole-time director;
  - iii. Chief Financial Officer;
  - iv. Company Secretary; and
  - v. Such other officer as may be prescribed.
- e) “Senior Management” means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.
- f) “Independent Director”: - As provided under Section 149(6) of the Companies Act, 2013. ‘Independent Director’ shall mean a non-executive director, other than a managing director or a whole-time director or a nominee director of the Company:
  - i. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
  - ii. a) who is or was not a promoter of the company or its holding, subsidiary or associate company;  
b) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;

- iii. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- iv. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year; -
- v. who, neither himself nor any of his relatives-
  - a) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
  - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –
    - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - any legal or a consulting firm that has or had any transaction with company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
  - c) holds together with his relative's two percent or more of the total voting power of the company; or
  - d) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company; or
  - e) who possesses such other qualifications as may be prescribed.

## **2. ROLE OF COMMITTEE**

### **a) Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The Committee shall:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- ii. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- iii. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

### **b) Policy for appointment and removal of Director, KMP and Senior Management**

#### **i. Appointment criteria and qualifications**

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended

beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

## **ii.Term / Tenure**

- Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole Time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- Independent Director: An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act and Listing Agreement, from time to time.

## **iii.Evaluation**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly). The following criteria are to be followed for reviewing the director's performance:

- a. Accomplishment of the organization's mission, objectives and strategic results for which the Executive Director is responsible.
- b. Ensuring that the Board is well informed on issues affecting the continuing relevance of the mission and the performance and reputation of the Company.
- c. Adequacy of processes which monitor business performance, Board member interaction with management, adequacy of Board knowledge, adequacy of business strategy, Board being informed, evaluation process for executives and Director.
- d. Appropriateness of balance and mix of skills, size of Board, contribution of individual Board members, adequacy of performance feedback to Board members, adequacy of procedures dealing with inadequate performance by a Board member.
- e. Board's effectiveness in use of time, whether Board allowed sufficient opportunity to adequately assess management performance.
- f. Working relationship between chairman and chief executive officer, segregation of duties between Board and management, ability of Directors to express views to each other and to management in a constructive manner, adequacy of Board discussions and management of divergent views.
- g. The evaluation will take annually as per the requirement of law and Listing Agreement. The performance evaluation will typically address activities, events and accomplishments that took place during the most recently completed fiscal year.

## **iv.Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

## **v.Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the



prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### **3. POLICY RELATING TO THE REMUNERATION FOR THE DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL**

#### **i. General:**

- The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to the Whole-time Director, KMP and Senior Management Personnel shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director, KMP and Senior Management Personnel.
- Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

#### **ii. Remuneration to Director, KMP and Senior Management Personnel:**

- **Fixed pay:**

The Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

- **Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Director, KMP and Senior Management Personnel in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

- **Provisions for excess remuneration:**

If any Director, KMP and Senior Management Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

#### **iii. Remuneration to Non- Executive / Independent Director:**

- **Remuneration / Commission:**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

- **Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

- **Commission:**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

- **Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

#### **4. MEMBERSHIP**

- a) The Committee shall consist of a minimum 3 directors, majority of them being independent.
- b) Minimum two (2) members, one of which must be an Independent Director, shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

#### **5. CHAIRPERSON**

- a) Chairperson of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- d) Chairman of the Nomination and Remuneration Committee meeting should be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

#### **6. FREQUENCY OF MEETINGS**

The meeting of the Committee shall be held at such regular intervals as may be required.

#### **7. COMMITTEE MEMBERS' INTERESTS**

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

#### **8. SECRETARY**

The Company Secretary of the Company shall act as Secretary of the Committee.

## **9. VOTING**

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

## **10. NOMINATION DUTIES**

The duties of the Committee in relation to nomination matters include:

- a) Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- c) Identifying and recommending Directors who are to be put forward for retirement by rotation.
- d) Determining the appropriate size, diversity and composition of the Board;
- e) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- f) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- g) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- h) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- i) Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- j) Recommend any necessary changes to the Board; and
- k) Considering any other matters, as may be requested by the Board.

## **11. REMUNERATION DUTIES**

The duties of the Committee in relation to remuneration matters include:

- a) To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate.
- b) To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company.
- c) To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- d) To consider any other matters as may be requested by the Board.
- e) Professional indemnity and liability insurance for Directors and senior management.

## **12. MINUTES OF COMMITTEE MEETING**

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

### **13. AMENDMENT(S)/MODIFICATION(S)**

The Nomination and Remuneration Committee will review and may amend/modify this policy from time to time.

## **ANNEXURE C**

### ***CORPORATE GOVERNANCE REPORT***

Our Company is strongly committed to maintaining Corporate Governance and believes in its indispensability in investor's protection. Integrity, transparency, accountability and compliance with laws are cemented in the Company's business practices to ensure ethical and responsible leadership both at the Board and at the Management level.

The convergence of governance practices brings to the fore the critical role played by the Board to ensure governance framework enjoins higher level of transparency and effective governance standards to enhance the competitiveness and to protect long term interests of all stakeholders. Corporate Governance, which assumes great deal of importance at BLS Infotech Limited (BLS), is intended to ensure consistent value creation for all its stakeholders. BLS believes that the governance practices must ensure adherence and enforcement of the sound principles of Corporate Governance with the objectives of fairness, transparency, professionalism, trusteeship and accountability, while facilitating effective management of the businesses and efficiency in operations. The Board is committed to achieve and maintain highest standards of Corporate Governance on an ongoing basis.

The Report is on compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter to be referred as 'Listing Regulations').

#### **Company's Philosophy**

##### **The Company's philosophy on Corporate Governance is as under:**

- Ensure that quantity, quality and frequency of financial and managerial information, which management shares with the Board, places the Board Members fully in control of the Company's affairs.
- Ensure that the Board exercises its fiduciary responsibilities towards Shareholders and Creditors, thereby ensuring high accountability.
- Ensure that the extent to which the information is disclosed to present and potential investors is maximized.
- Ensure that the Board, the Employees and all concerned are fully committed to maximizing long term value to the Shareholders and the Company through ethical business conduct.
- Ensure that the Board continues in its pursuit of achieving its objectives through the adoption and monitoring of corporate strategies and prudent business plans.

#### **Governance Structure**

##### **The Corporate Governance structure is as follows:**

- **Board of Directors**

The Board is entrusted with an ultimate responsibility of the Management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

- **Committees of the Board**

The Board has constituted the following Committees viz. Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee. Each of the Committee has been mandated to operate within a given framework.

## The Board of Directors

### 1. Composition and Category of Directors

The Board is broad-based and consists of eminent individuals from Industrial, Managerial, Financial and Marketing background. The Company is managed by the Board of Directors in co-ordination with the Senior Management Team. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with statutory as well as business requirements.

The Company has a judicious combination of both Executive and Non-Executive Directors. As on 31<sup>st</sup> March, 2025, the Board comprised of Five (5) Directors out of which Four (4) were Non-Executive Directors, two (2) were Independent Directors and the Chairman of the Board is Executive Director. The inadequate composition of the Board was temporary, owing to some resignations with effect from 12<sup>th</sup> February, 2025, which has been corrected by the appointment of requisite Directors on the Board on and from 30<sup>th</sup> May, 2025.

The Company recognises and embraces the benefits of having a diverse Board that possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the business of the Company. The Company sees increasing diversity at Board level as an essential element in maintaining a competitive advantage.

During the year, a majority of the Board comprised of Independent Directors. Independent Directors play a crucial role in imparting balance to the Board processes by bringing independent judgement on issues of strategy, performance, resources, technology, finance, standards of the Company, conduct, etc.

In compliance with Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the Directors on the Board serve as an Independent Director of more than 7 (Seven) listed entities across all entities in which they are directors. Further, none of the Directors on the Board who was serving as Whole-Time Director in any listed entity is serving as an Independent Director of more than 3 (Three) listed entities across all entities in which they are Directors. Furthermore, in compliance with Regulation 26 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the Directors on the Board is a member of more than 10 (Ten) committees or Chairman of more than 5 (Five) committees across all public limited companies (whether listed or not) in which they are Directors. For assessment of these criteria, the membership/ chairmanship of the Audit Committee and the Stakeholders Relationship Committee alone has been considered.

Further, in compliance with Section 165 of the Companies Act, 2013, none of the Directors on the Board held Directorship in more than 20 (Twenty) companies at the same time, with the directorship in public companies not exceeding 10 (Ten). All the Directors have made necessary disclosures regarding directorship/ committee positions occupied by them in other listed entities/public limited companies (whether listed or not) in accordance with Regulations 25 and 26 of SEBI Listing Regulations, 2015 and the Companies Act, 2013.

**The details of each member of the Board along with the number of Directorship/Committee Membership are given below:**

Name	Category of Director	Directorship in Other Listed Companies	No. of Board Committee in which they are Chairman/Member, including this Company	
			Chairman	Member
Mr Anirudh Rath	Managing Director & Chairman	No	0	2
Mr Bibhas Bera	Non Independent Director	No	1	1
Ms Priyanka Singh	Independent Director	Yes	6	4
Ms Vidhi Vikas Pavan Kumar	Independent Director	No	0	0

Mr Anand Sushil Kothari	Non Independent Director	No	1	0
Mr Vipson Jain*	Independent Director	No	0	0
Mr Sanjay Rawka*	Independent Director	No	0	0

\*Appointed w.e.f. 30<sup>th</sup> May, 2025

Notes:

1. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairman of more than five such Committees.
3. Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting.
4. Maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and rules made thereunder.

## 2. Independent Directors

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations.

## 3. Number of Independent Directorships

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director of the Company does not serve as an Independent Director in any listed entity.

## 4. Appointment of Directors

The Board has formulated the Nomination and Remuneration Policy of Directors, Key Managerial Personnel (KMPs) and other employees in terms of the provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015. The said Policy inter alia outlines the appointment criteria and qualifications, the term/tenure of the Directors on the Board of the Company and the matters related to their remuneration.

## 5. Succession Policy

The Company recognizes the importance of effective executive leadership to its success and has initiated requisite steps to put in place a Succession Plan for appointments to the Board and to the Senior Management. The Nomination and Remuneration Committee of the Company is entrusted with the responsibility to oversee succession planning for the Board and the Senior Management. The Board constantly evaluates the contribution of its members and recommends to shareholders their reappointment periodically as per the statute.

## 6. Roles and Responsibilities of the Board

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors.

## 7. The Chairman and Managing Director

The primary role of the Chairman and the Managing Director is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a world-class organization. He is responsible, inter alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors



are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors.

His role includes:

- Provide leadership to the Board & preside over all Board & General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company's strategic policy.
- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the core management team.

Non-Executive Directors (including Independent Directors) play a critical role in balancing the functioning of the Board by providing independent judgements on various issues raised in the Board meetings like formulation of business strategies, monitoring of performances, etc.

Their role, inter- alia, includes:

- Impart balance to the Board by providing independent judgement.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements.

## 8. Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. Every Board Member is free to suggest items for inclusion in the agenda. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company vis-à-vis the budgets/targets.

Further, in compliance with the Secretarial Standard – 1 on 'Meetings of the Board of Directors' (SS-1) issued by The Institute of Company Secretaries of India (ICSI), any item not included in the agenda is taken up for consideration before the Board with the permission of the Chairman and with the consent of majority of Directors present in the meeting.

In the Financial Year 2024-2025, the Board met **Five (5)** times. The necessary quorum was present for all the meetings. The interval between two Meetings was well within the maximum period required under the Law.

**The details of Board Meetings held during the year are listed below.**

Sl. No.	Date of Board Meeting	Total strength of the Board	No. of Director Present
1	30 <sup>th</sup> May, 2024	7	7
2	14 <sup>th</sup> August, 2024	7	7
3	9 <sup>th</sup> September, 2024	7	6
4	14 <sup>th</sup> November, 2024	7	6
5	12 <sup>th</sup> February, 2025	7	7

**Attendance at aforesaid Board Meetings and at the last Annual General Meeting of each of the Director as on 31<sup>st</sup> March, 2025 is given below:**

Name of the Director	Category of Directorship	Attendance at the Board Meetings		Attendance at last AGM
		Entitled to Attend	Attended	
Mr Anirudh Rath (DIN: 09802343)	Managing Director, Chairman	5	5	Yes
Mr Bibhas Bera (DIN: 00433029)	Non Executive Director	5	5	Yes
Ms Priyanka Singh (DIN: 08752330)	Independent Director	5	5	Yes
Ms Vidhi Vikas Pavan Kumar (DIN: 10017443)	Independent Director	5	3	No
Mr Anand Sushil Kothari (DIN: 10941748)*	Non Executive Director	0	0	No
Mr Nitesh Singh** (DIN: 08751700)	Independent Director	5	5	Yes
Mr Bibekananda Gangopadhyay (DIN: 09614654)**	Independent Director	5	5	Yes
Mr Anirudh Dhanania (DIN: 00789497)**	Executive Director	5	5	Yes

\*Appointed on and from 12<sup>th</sup> February, 2025

\*\* Resigned with effect from 12<sup>th</sup> February, 2025

#### **9. Information placed before Board of Directors**

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings.

#### **10. Shares held by Non-Executive Director**

None of the Non-Executive Director of the Company holds shares of the Company as on March 31, 2025.

#### **11. Code of Business Conduct and Ethics**

The Company has adopted Code of Business Conduct & Ethics ("the Code") which is applicable to the Board of Directors and all Employees of the Company. The Board of Directors and the members of Senior Management Team (one level below the Board of Directors) of the Company are required to affirm annual Compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically, and with integrity, conduct themselves in professional, courteous and respectful manner.

## **12. Conflict of Interests**

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision-making process. The Members of Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

### **Committees of The Board**

The Board of Directors have constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective charters. These committees play an important role in the overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board.

The Board has various Committees viz. Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee as on March 31, 2025. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval, as the case may be. Further, minutes of proceedings of the Committees are circulated to the members and are placed before the Board for noting thereat.

The Terms of Reference for the various Committees including their roles and powers is in accordance with the relevant provisions of Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulations issued by the concerned Regulators from time to time.

The Board currently has the following Committees:

#### **A. AUDIT COMMITTEE**

##### **Composition**

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Accounts, etc. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

The Audit Committee as on 31<sup>st</sup> March, 2025 comprised of Ms Priyanka Singh as the Chairperson and Mr Anirudh Rathi and Mr Anand Sushil Kothari as the members. Owing to the resignation of Mr Anirudh Dhanania, Mr Nitesh Singh and Mr Bibekananda Gangopadhyay, who were all members of the Committee, the composition was temporarily inadequate. However, upon the appointment of Mr Vipson Jain and Mr Sanjay Rawka on and from 30<sup>th</sup> May, 2025 on the Committee, the insufficiency has been rectified.

##### **Meetings and Attendance**

The Audit Committee met Four times during the Financial Year 2024-25. The maximum gap between two Meetings was not more than 120 days. The requisite quorum was present at all the meetings. The Chairman of the Audit Committee was present at the Annual General Meeting of the Company.

Attendance at the Meetings of the Audit Committee are provided below:

<b>Date of Meeting</b>	<b>Attending Directors</b>
30.05.2024	Ms Priyanka Singh, Mr Anirudh Dhanania, Mr Nitesh Singh, Mr Bibekananda Gangopadhyay
14.08.2024	Ms Priyanka Singh, Mr Anirudh Dhanania, Mr Nitesh Singh, Mr Bibekananda Gangopadhyay
14.11.2024	Ms Priyanka Singh, Mr Anirudh Dhanania, Mr Nitesh Singh, Mr Bibekananda Gangopadhyay
12.02.2024	Ms Priyanka Singh, Mr Anirudh Dhanania, Mr Nitesh Singh, Mr Bibekananda Gangopadhyay

The Audit Committee is empowered, pursuant to its terms of reference inter-alia, to

- Investigate any activity within its terms of reference
- Seek information from any employee
- Obtain outside legal or other professional advice
- Secure attendance of outsiders with relevant expertise, if it considers necessary
- Have full access to information contained in the records of the Company

#### **Terms of reference**

The Board has framed the Audit Committee Charter for the purpose of effective compliance of provisions of section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Audit Committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting system, internal controls system, discussion on financial results, interaction with Statutory and Internal Auditors, one-on-one Meeting with Statutory and Internal Auditors, recommendation for the appointment of Statutory and Internal Auditors and their remuneration, Management Discussions and Analysis, Review of Internal Audit Reports and related party transactions. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and inter alia performs the following functions:

- Overseeing your Company's financial reporting process and the disclosure of its information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the statutory auditor, fixing of audit fees and approving payments for any other service;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- i. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report as per Section 134 (3) (c) of the Companies Act, 2013;
- ii. Changes, if any, in the accounting policies and practices and the reasons for the same.
- iii. Major accounting entries involving estimates based on the exercise of judgment by management.
- iv. Significant adjustments made in the financial statements arising out of audit findings;
- v. Compliance with the Listing Regulations and other legal requirements relating to financial statements;
- vi. Disclosure of any related party transactions; and
- vii. Qualifications in the draft audit report, if any.

- Examination of financial statements and the Auditors' report thereon.
- Reviewing with the management quarterly, half-yearly, nine months and annual financial statements, before submission to the Board for approval;
- Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Formulating in consultation with the Internal Auditor, the scope, functioning, periodicity and methodology for conducting the internal audit;
- Discussion with the internal auditors on internal audit reports relating to internal control weaknesses and any other significant findings and follow-up thereon;
- Evaluating the internal financial controls and risk management policies system of the Company;
- Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To review the functioning of the Whistle Blower Mechanism
- Any other matter referred to by the Board of Directors.

#### **Internal Controls and Governance Processes**

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with CFO formulates a detailed plan for the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors attend the Meetings of the Audit Committee at regular basis and submit their recommendations to the Audit Committee and provide a road map for the future.

### **B. NOMINATION AND REMUNERATION COMMITTEE**

#### **Composition**

The Nomination & Remuneration Committee comprises of Four (4) Directors. Ms Priyanka Singh, Independent Director, is the Chairman of the Committee. The Composition of Nomination and Remuneration Committee is in accordance with the provisions of Section 178(1) of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

#### **Meeting and Attendance**

The Committee met once during the financial year 2024-25 on 12<sup>th</sup> February, 2025. The requisite quorum was present at the

meeting. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company.

Attendance at the meeting of Nomination and Remuneration Committee is as follows:

Date of Meeting	Attending Directors
12.02.2024	Ms Priyanka Singh, Mr Anirudh Dhanania, Mr Nitesh Singh, Mr Anirudh Rathi

#### Terms of Reference

The broad terms of reference of the Nomination and Remuneration Committee, as approved by the Board, are in compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, which are as follows.

- to help the Board in determining the appropriate size, diversity and composition of the Board;
- to recommend to the Board appointment/re-appointment and removal of Directors and Senior Management;
- to frame criteria for determining qualifications, positive attributes and independence of Directors;
- to recommend to the Board remuneration payable to the Directors and Senior Management (while fixing the remuneration to Executive Directors the restrictions contained in the Act is to be considered);
- to create an evaluation framework for Independent Directors and the Board;
- to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- to assist in developing a succession plan for the Board and Senior Management;
- to assist the Board in fulfilling responsibilities entrusted from time-to-time;
- delegation of any of its powers to any Member of the Committee or the Compliance Officer.

#### Remuneration Policy

The success of the organization in achieving good performance and good governing practices depends on its ability to attract and retain individual with requisite knowledge and excellence as executive and non-executive directors. The Nomination and Remuneration Policy of the Company is given in **[Annexure B]** and forms an integral part of this Report.

#### Performance Evaluation of Directors

The Nomination and Remuneration Committee (NRC) of the Company formulated and laid down criteria for Performance Evaluation of the Board (including Committees) and every Director (including Independent Directors and Chairman & Managing Director) pursuant to provisions of Section 134, Section 149 read with Code of Independent Directors (Schedule IV) and Section 178 of the Companies Act, 2013 and Regulation 19(4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 covering inter-alia the following parameters namely:

- 1.For Board Evaluation- degree of fulfillment of key responsibilities, Board culture and dynamics.
- 2.Board Committee Evaluation- effectiveness of meetings, Committee dynamics.

### 3. Individual Director Evaluation (including IDs)- contribution at Board Meetings.

Further, the Chairman is evaluated on key aspects of his role which includes inter-alia effective leadership to the Board and adequate guidance to the Board.

During the year under review, the Board carried out annual evaluation of its own performance as well as evaluation of the working of various Board Committees viz. Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. This exercise was carried out through a structured questionnaire prepared separately for Individual Board Members (including the Chairman) and Board Committees based on the criteria as formulated by the Board of Directors.

Based on these criteria, the performance of the Board, various Board Committees viz. Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee, and Individual Directors (including Independent Directors) was evaluated and found to be satisfactory.

During the year under review, the Independent Directors of the Company reviewed the performance of Non-Independent Directors, the Board as a whole and of the Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors.

The information flow between the Company's Management and the Board is complete, timely with good quality and sufficient quantity.

## C. STAKEHOLDER RELATIONSHIP COMMITTEE

### Composition

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. Comprising of Five (5) directors, Mr Bibhas Bera, a Non Executive director, is the Chairman of the Committee.

### Meeting & Attendance

The Committee met Once (1) during the financial year 2024-25 on 12<sup>th</sup> February, 2025 at which the requisite quorum was present. The details of the meetings held and attended by the members of the Committee during the financial year 2024-25 is as follows:

Date of Meeting	Attending Directors
12.02.2024	Mr Bibhas Bera, Ms Priyanka Singh, Mr Anirudh Dhanania, Mr Nitesh Singh, Mr Anirudh Rathi

### Terms of Reference

The Board has clearly defined the terms of reference for this committee. The Committee looks into the matters of Shareholders/Investors grievances along with other matters listed below:

- to consider and resolve the grievances of security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;



- to consider and approve demat/remat of shares/split/ consolidation/sub-division of share/debenture certificates;
- to consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc;
- to consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc;
- to monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading;
- to review measures taken for effective exercise of voting rights by shareholders;
- to review adherence to the standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- to carry out any other function as prescribed under the Listing Regulations, the Companies Act, 2013 and other Applicable Law as amended from time to time.
- to carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to-time.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, M/s S.K. Info Solutions Private Limited, attend to all grievances of the shareholders received directly or via any other authority. The Minutes of the Stakeholders Relationship Committee Meetings are circulated to the Board and noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the Investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

Details pertaining to the number of complaints received and responded and the status thereof during the financial year 2024-25 are given below:

No. of Complaints received during the year	5
No. of Complaints resolved during the year	5
No. of Complaints pending at the end of the year	0

#### **INDEPENDENT DIRECTORS MEETING**

During the year under review, the Independent Directors met on 12<sup>th</sup> February, 2025; inter alia, to:

- Evaluate performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluate performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties. All the Independent Directors were present at this Meeting.

## **AFFIRMATIONS AND DISCLOSURES**

### **Compliances with Governance Framework**

The Company is in compliance with all mandatory requirements under the Listing Regulations.

### **Related party transactions**

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with Related Parties during the financial year. Related party transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements. A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval. None of the transactions with Related Parties were in conflict with the interest of Company. All the transactions are on arm's length basis and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

### **Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets during last three Financial Years**

Owing to certain pending penal actions and non-payment of ALF dues, trading in the Company's shares are temporarily suspended by BSE Limited. However, the process of getting this suspension revoked is already underway, and the Company is in communication with the Exchange and is currently co-operating with compliance and other requirements.

### **Vigil Mechanism / Whistle Blower Policy**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee.

### **Disclosure of Accounting Treatment**

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act 2013 (the Act and other relevant provisions of the Act).

### **Commodity price risk and Commodity hedging activities**

The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/ CIR/P/2018/0000000141 dated November 15, 2018.

### **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)**

Not Applicable

**Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year:**

Not Applicable

### **Share Transfer System**

The transfer of shares in physical form is processed and completed by Registrar & Transfer Agent within a period of seven days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

### **Non-Mandatory Requirements**

Adoption of non-mandatory requirements of the Listing Regulations is being reviewed by the Board from time-to-time.

### **Shareholders Right**

The Company has not adopted the practice of sending out half-yearly declaration of financial performance to shareholders. Quarterly results as approved by the Board are disseminated to Stock Exchanges, published in newspapers and updated on the website of the Company.

### **Others**

1. The Company has laid down a Code of Conduct for the members of the Board as well as for the employees of the Company.
2. The Directors have confirmed and declared that all members of the Board and Senior Management have affirmed compliance with the Code of Conduct as per the requirements of the Regulation 26(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Company has adopted a Policy on Determination of Materiality for Disclosures.
4. The Company has adopted a Policy on Archival and Preservation of Documents.
5. These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act 2013 (the Act and other relevant provisions of the Act). The financial statements have been prepared on a historical cost or at amortised cost except certain financial assets and liabilities are measured at fair value. The financial statements are presented in INR.
6. The Company has no subsidiary and hence there is no need to frame any policy for determining 'material' subsidiary.
7. The Company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities are not applicable.

### **MEANS OF COMMUNICATION**

1. The financial results are also filed electronically with BSE Limited.
2. During the year under review, the Company did not make any presentation to institutional investors or to analysts.

3. Management Discussion and Analysis report forms part of the Annual Report, which is sent to the shareholders of the Company.
4. The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre.
5. SEBI processes investor complaints in a centralized web-based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a company for his grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.
6. As a part of Green Initiative, the members who wish to receive the notices/documents through e- mail, may kindly intimate their e-mail addresses to the Company's Registrar and Share Transfer Agent, M/s S.K. Infosolutions Private Limited.

#### **GENERAL BODY MEETINGS**

##### **a. Details of last Three (3) Annual General Meetings held**

Year	Location	Date	Time	Special Business Transaction
2023-24	1/1A, Upper Wood Street, Kolkata 700017	30 <sup>th</sup> September, 2024	11.00 A.M.	Yes
2022-23	1/1B, Upper Wood Street Kolkata – 700017	29 <sup>th</sup> September, 2023	09.00 A.M.	No
2021-22	1/1B, Upper Wood Street Kolkata – 700017	30 <sup>th</sup> September, 2022	09.00 A.M.	No

## GENERAL SHAREHOLDER INFORMATION

### i. Annual General Meeting for FY 2024-25

Day & Date	Thursday, 28 <sup>th</sup> August, 2025
Time	09.00 A.M.
Venue	1/1A, Upper Wood Street, Kolkata – 700017

### ii. Listing on Stock Exchanges:

#### **BSE Limited ("BSE")**

25th Floor

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai-400001

Maharashtra

**Stock Codes/Symbol:** BSE: 531175

### iii. Corporate Identity Number: L3007WB1985PLC038686

### iv. Tentative Calendar for Financial Year ending March 31, 2025

The tentative dates for Board Meetings for consideration of quarterly financial results are as follows:

Sl. No	Particulars	Tentative Dates
1	First Quarter Results	On or before Second week of August 2025
2	Second Quarter & Half Yearly Results	On or before Second week of November 2025
3	Third Quarter and Nine months Results	On or before Second week of February 2026
4	Fourth Quarter and Annual Results	On or before Fourth week of May 2026

### v. Market Price Data

Year/Month	BLS Infotech Limited (In Rs.)		Sensex (In Rs.)	
	High	Low	High	Low
April 2024	4.16	3.11	75124.28	71816.46
May 2024	3.82	2.74	76009.68	71866.01
June 2024	3.23	2.8	79671.58	70234.43
July 2024	3.64	2.84	81908.43	78971.79
August 2024	3.17	2.82	82637.03	78295.86
September 2024	2.79	2.29	85978.25	80895.05
October 2024	2.18	1.89	84648.4	79137.98
November 2024	1.8	1.55	80569.73	76802.73
December 2024	1.86	1.48	82317.74	77560.79
January 2025	1.57	1.4	80072.99	75267.59
February 2025	1.57	1.35	78735.41	73141.27
March 2025	NA*	NA*	78741.69	72633.54

\*Due to penal reasons and non-payment of ALF dues, trading in shares for the Company is suspended. Hence, no market price data is available for March 2025.

Annual Listing fees as applicable have been paid to the Stock Exchanges.

**SHAREHOLDING PATTERN AS ON 31<sup>st</sup> March, 2025**

Category of Shareholders	No. of Shareholders	Total No of Shares held	% of Total Capital
Promoters	7	258730686	59.11
Bodies Corporate	51	44088866	10.07
NRIs	197	1781942	0.41
Resident Individuals	113428	128583993	29.38
Others	314	4509326	1.03
<b>Total</b>	<b>113997</b>	<b>437694813</b>	<b>100.00</b>

**DEMATERIALIZATION OF SHARES AND LIQUIDITY**

The Company has entered into Agreements with both the Depositories registered under the Depositories Act, 1996 i.e., National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) to facilitate holding and trading in shares of the Company in dematerialised form in accordance with the provisions of the Depositories Act, 1996.

As per SEBI guidelines, equity shares of the Company are compulsorily traded in dematerialised form and are available for trading on both the depositories, viz. National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL). The International Securities Identification Number (ISIN) of the Company, as allotted by NSDL & CDSL is INE606B01022.

As on March 31, 2025, 99.55 % shares are in dematerialised form. The no. of shares held in dematerialised form with both the depositories i.e., NSDL & CDSL as on March 31, 2024 is:

Electronic Form with NSDL: 62877522

Electronic Form with CDSL: 372828124

**OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY TO IMPACT ON EQUITY**

Not applicable

**PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES, PREFERENTIAL ISSUES, QUALIFIED INSTITUTIONAL PLACEMENT, ETC**

The Company has not raised any money through issue of Securities by means of Public Issue, Rights Issue, Qualified Institutions Placement etc. during the financial year ended 31<sup>st</sup> March, 2025.

**SECRETARIAL AUDIT AND OTHER CERTIFICATES**

- CS Manjula Poddar, Practicing Company Secretary, has conducted the Secretarial Audit of the Company for the Financial Year 2024-25. Audit Report confirms that the Company has complied with its Memorandum and Articles of Association, the applicable provisions of the Act and the Rules made thereunder, Listing Regulations, applicable SEBI Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.
- Pursuant to Regulation 40(9) of the Listing Regulations, certificates have been issued on a half-yearly basis, by a Company

Secretary in practice, certifying due compliance of share transfer formalities by the Company.

- Company Secretary in practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).
- In accordance with the SEBI Circular dated 8th February, 2019, the Company has obtained an Annual Secretarial Compliance Report from CS Manjula Poddar, Practicing Company Secretary, confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended 31<sup>st</sup> March, 2025.

#### **ADDRESS FOR CORRESPONDENCE**

##### *COMPANY*

**BLS Infotech Limited**  
Registered Office  
1/1A, Upper Wood Street  
Kolkata – 700017  
West Bengal  
Email: [corpbbs@gmail.com](mailto:corpbbs@gmail.com)

##### *REGISTRAR & SHARE TRANSFER AGENTS*

**M/s S.K. Infosolutions Private Limited**  
D/42 Katju Nagar, Ground Floor  
Near South City Mall  
Jadavpur  
Kolkata – 700032  
Email: [contact@skcinfo.com](mailto:contact@skcinfo.com)

#### **COMPLIANCES WITH SECRETARIAL STANDARDS**

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

#### **CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS AND SENIOR MANAGEMENT**

The Company has laid down a Code of Conduct for the members of the Board as well as for the employees of the Company.

The Directors have confirmed and declared that all members of the Board and Senior Management have affirmed compliance with the Code of Conduct as per the requirements of the Regulation 26(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same has been published in this Report.

#### **DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors.

I confirm that the Company has, in respect of the year ended 31<sup>st</sup> March, 2025, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

**Annual Certificate under Regulation 34(3) read with Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**DECLARATION**

As required under Regulation 34(3) read with Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that affirmation for compliance of Code of Conduct has been received from all the Board Members and Senior Management Personnel for Financial Year ended 31<sup>st</sup> March, 2025.

**Place: Kolkata**

**Date: 01/08/2025**

**Anirudh Rathi**

*Managing Director*

DIN: 09802343



**Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

**TO THE MEMBERS OF  
BLS INFOTECH LIMITED**

1/1A Upper Wood Street  
Kolkata 700017

1.The Corporate Governance Report prepared by BLS Infotech Limited (hereinafter the "Company"), contains details as specified in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended 31st March, 2025 as required by the Company for annual submission to the Stock Exchange.

**Management's Responsibility**

2.The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

3.The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

**Auditor's Responsibility**

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.

5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:

- i. Read and understood the information prepared by the Company and included in its Corporate Governance Report.
- ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period.
- iii. Obtained and read the Register of Directors as on 31st March, 2025 and verified that at least one Independent Woman Director was on the Board of Directors throughout the year.
- v. Obtained necessary declarations from the Directors of the Company.
- vi. Obtained and read the Policy adopted by the Company for Related Party Transactions.
- vii. Obtained the Schedule of Related Party Transactions during the year and balances at the year-end. Obtained and read the minutes of the Audit Committee Meeting wherein such Related Party Transactions have been pre-approved prior by the Audit Committee, as applicable.
- viii. Performed necessary inquiries with the Management and also obtained necessary specific representations from Management.

8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this Report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

### **Opinion**

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company did not comply with all of the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended 31st March 2025, referred to in paragraph 4 above. The Board of Directors was not duly constituted with proper mix of Executive, Non-Executive and Independent Directors. However, it has been communicated to us that the Company has taken steps to rectify the flaws. Moreover, it must be pointed out that the Company has not appointed a whole time Company Secretary. During the year under review, the Company's website remained unavailable owing to pending updates and maintenance, and Management has communicated that it should be restored too proper functionality shortly. Further, Independent Director Ms Priyanka Singh's appointment has not been regularised as per the records shown on the MCA website. Since they are holding the position of Audit Committee Chairperson, the Committee is also constituted with faults consequently.

### **Other matters and Restriction on Use**

10. This Report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

11. This Report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

**For Arun Jain & Associates**

*Chartered Accountants*

Firm Registration No. 325867E

**CA Arun Kumar Jain**

*Proprietor*

Membership No: 053693

UDIN: 25053693BMHGDG4265

Place: Kolkata

Date: 30/05/2025

## **ANNEXURE D**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

#### **1. MANAGEMENT DISCUSSION AND REPORT**

The Company had been very aggressive in the quest for new contracts and execution thereof while maintaining its pricing standards. The Company foresees no improvement in its order positions in diverse Industrial sectors in the immediate future due to serious working capital deficit.

#### **2. INDUSTRY STRUCTURE AND DEVELOPMENT**

Indian economy has recorded a rapid growth over the last few years, followed by a large number of Indian companies extending their operations globally and competing with other foreign multi-nationals in equal footing and even acquiring control over a number of them. Such rapid growth of Indian Economy was made possible by the meteoric growth of service sector like Information Technology (IT and IT enabled services) industry which is expected to continue its growth process. This growth process of IT enabled services is appropriately complemented by the necessary development imparted by a host of Management and computer institutions. In this background 'BLS Infotech Limited' (BLS), which has already established its presence with a brand name in Computer & Management, stands to have extensive opportunities ahead.

#### **3. OPPORTUNITY AND THREAT**

Your Company has a huge network of franchisee spread all over the country especially in the rural areas through which it carries out its educational business. Your Company's products enjoy wide acceptance in various users Industries including widely dispersed institutions and universities. Yet in the ever changing corporate and technology scenario, it is always necessary to keep regular vigilance and to maintain a constant pace with Technology developments and to update one's system of operations. The dynamic and energetic infusion in Company's management team is capable of utilizing for the Company's benefit.

#### **4. OUTLOOK**

Barring a few unforeseen, the Company is confident to maintain its growth rate and once its liquidity problem is solved, it is definite to accelerate with higher and higher quality services to its customers and students.

#### **5. RISK AND CONCERNS**

The IT Business in India is highly fragmented. The sector is mainly dominated by the small regional players having presence in their own region like city or state. There are a very few companies in India having a brand name and nationwide presence. BLS Infotech Limited is one of the Companies having a nationwide presence especially in the Eastern region of India. Since bigger players are eyeing this sector as a nice segment for their business, many new players are entering in the market with big capital expenditure plans. Again, the sector is highly dependent on the budgetary support of the Government for imparting education in the country. Due to rising fiscal deficit, however, the Government may reduce the budgetary support, which may have an impact on the performance of the Company.

#### **6. INTERNAL CONTROL SYSTEM**

The Company has proper and adequate system of internal controls to ensure that all assets are safeguarded; transactions are authorized, recorded and reported correctly. The controls also ensure compliances with policies and statutes. The operational management drives its control over business processes through operational systems, procedure manuals and financial limits of authority manual, which are being reviewed and updated on an ongoing basis with an objective to improve systems and efficiency of operations.

The scope of the audit activity is mainly guided by the annual audit program me developed by the internal audit team of the Company in consultation with the statutory auditors, which is first reviewed by the management committee of the Board of

Directors. The Internal audit programme is aligned to the existing system and procedures, financial limits of authority and also the key risk areas.

Internal audit department carries out audit throughout the year covering almost all areas of operations including the follow up action. The Audit Committee of the Board of Directors reviews the internal audit report along with the direction/action plan recommended by the management committee and the implementation of corrective actions.

## **7. HUMAN RESOURCES DEVELOPMENT & INDUSTRIAL RELATION**

The Company believes that the quality of its employees is the key to its success in the long run and is committed to provide the necessary human resource development and training opportunities to equip them with the skills, which would enable them to adapt to contemporary technological advancements.

Industrial relations during the year continues to be cordial and the Company is committed to maintain good industrial relations through negotiations, meetings etc.

**By order of the Board of Directors  
For BLS Infotech Limited**

**Place: Kolkata**

**Date: 01/08/2025**

**Anirudh Rath**  
*Managing Director*  
DIN: 09802343

**Bibhas Bera**  
*Director*  
DIN: 00433029

## CEO/CFO CERTIFICATE

To,  
The Board of Directors  
M/s BLS INFOTECH LIMITED

I, the undersigned, in my capacity of Chief Financial Officer (CFO) of M/s BLS INFOTECH LIMITED ("the Company") to the best of our knowledge and belief certify that:

1)I have reviewed financial statements and the cash flow statement for the year ended March 31, 2025 and that to the best of our knowledge and belief, I state that:

a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2)I further state that to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

3)I am responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control, if any, of which I am aware and the steps I have taken or propose to rectify these deficiencies.

4)I have indicated to the Auditors and the Audit Committee:

a. that there are no significant changes in internal control over financial reporting during the year;

b. that there are no significant changes in accounting policies during the year;

c. that there are no instances of significant fraud of which we have become aware.

**For BLS Infotech Limited**

**Place: Kolkata**

**Date: 01/08/2025**

**Vivek M Thakur**  
*Chief Financial Officer*

**Independent Auditor's Report**

To The Members of BLS Infotech Limited

**Report on the Audit of the Standalone Financial Statements Opinion**

We have audited the accompanying standalone financial statements of BLS Infotech Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the **Companies Act, 2013** ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the **Companies (Indian Accounting Standards) Rules, 2016**, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Key audit matters**

Sr. No.	Key Audit Matter
1	<p><b>Skill Development Project</b></p> <p>Rs. 25 crore is blocked in developing training center without any material progress since three years &amp; above. We have shown our concern about its viability. Management response on the matter were subjective. The project involves joint collaboration &amp; existence of dispute were overruled though management could not produce any conclusive evidence.</p>

	<b>Auditor Response</b>
	We applied alternative audit procedure to ascertain the legality of the project including enquiry with the co-venturer. We got an assurance that the company financed the other party for implementing the training center under an MOU. Under the said MOU the interest of either party has been found secured. Our opinion on this matter is not modified.

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters.

#### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have found evidence of non compliance with SEBI (LODR) Regulation 2015 including amendment thereto.

#### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with

SAs will always detect a material misstatement

when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from



our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
  - iv.
    - a. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - b. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
    - c. Based on audit procedure which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representative under sub-clause (i) and (ii) contain any material mis-statement.
  - v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
  - vi. Proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023. The company has maintained its record in TALLY which has the feature of audit trail in compliance with

under Rule 11(g) of the Companies (Audit and Auditors) Rule, 2014.

- i) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the limit prescribed by section 197 for maximum permissible managerial remuneration has been complied with. Refer Note to the Standalone Financial Statements.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the order.

**For Arun Jain & Associates**  
*Chartered Accountants*  
Firm Registration No. 325867E

**CA Arun Kumar Jain**  
*Proprietor*  
Membership No: 053693

Place: Kolkata

Date: 30/05/2025

UDIN: 25053693BMHGCW8446

## **Annexure “A” to the Independent Auditor’s Report**

*(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of BLS Infotech Limited of even date)*

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of BLS Infotech Limited (“the Company”) as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### **Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not

be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

The Company does not fulfill the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India in view of deficiency & lack of clarity among those charged with governance.

**For Arun Jain & Associates**  
*Chartered Accountants*  
Firm Registration No. 325867E

**CA Arun Kumar Jain**  
*Proprietor*  
Membership No: 053693

Place: Kolkata

Date: 30/05/2025

UDIN: 25053693BMHGCW8446

#### **Annexure 'B' to the Independent Auditor's Report**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Computer Point Limited of even date)

i. In respect of the Company's fixed assets:

The Company does not have any fixed assets therefore the reporting under clause (a), (b) & (c) is not required.

ii. The Company is in the business of providing software training services and does not have any physical inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

iii. According the information and explanations given to us, the Company has granted unsecured loans to two bodies corporate, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which :

- (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
- (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations
- (c) There is no overdue amount remaining outstanding as at the year-end

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2025 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
- (c) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2025 on account of dispute are given below:

Nature of the statute	Nature of dues	Forum where Dispute is pending	Period to which the amount relates	Amount in Rs. crore
The Income Tax Act, 1961	Income Tax	NaFC	2012-13	0.44 u/s 147 & 234D
The Income Tax Act, 1961	Income Tax	NaFAC	2013-14	1.56 u/s 147 & 234D
The Income Tax Act, 1961	Income Tax	NaFAC	2014-15	0.78 u/s 147
The Income Tax Act, 1961	Income Tax	NaFAC	2015-16	27.43 u/s 147 & 234D

- viii. The Company has not taken any loans or borrowing from financial institution, banks or government.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.



xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Arun Jain & Associates**  
*Chartered Accountants*  
Firm Registration No. 325867E

Place: Kolkata

Date: 30/05/2025

**CA Arun Kumar Jain**  
*Proprietor*  
Membership No: 053693  
UDIN: 25053693BMHGCW8446

**BLS INFOTECH LIMITED**  
**BALANCE SHEET**  
**AS AT 31st MARCH, 2025**  
**CIN: L30007WB1985PLC038686**

(Amount in lacs)

Particulars	Note No	As At 31st March, 2025	As At 31st March, 2024
<b>I. ASSETS</b>			
<b>(1) Non-Current</b>			
Advance for Project	1	3,407.98	3,407.98
<b>Total Non-Current Assets</b>		<b>3,407.98</b>	<b>3,407.98</b>
<b>(2) Current</b>			
<b>Financial Assets</b>			
(a) Trade receivables	2	454.57	454.57
(b) Cash and cash equivalents	3	1.41	0.99
(c) Bank balance other than Cash and cash equivalents	4	0.73	2.35
(d) Short Term Loans	5	193.32	189.53
(e) Other current assets	6	35.74	35.75
<b>Total Current Assets</b>		<b>685.76</b>	<b>683.19</b>
<b>Total Assets</b>		<b>4,093.74</b>	<b>4,091.17</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	7	4,376.95	4,376.95
(b) Other Equity	8	(303.25)	(303.60)
<b>Total Equity</b>		<b>4,073.70</b>	<b>4,073.35</b>
<b>Current Liabilities</b>			
(a) Other current Liabilities	9	19.92	17.67
(b) Current Tax Liabilities	10	0.12	0.14
<b>Total Current Liabilities</b>		<b>20.05</b>	<b>17.81</b>
<b>Total Equity and Liabilities</b>		<b>4,093.74</b>	<b>4,091.17</b>

**NOTES TO THE ACCOUNTS**

15

*Notes referred to above and attached there to form an integral part of Balance Sheet This is the Balance Sheet referred to in our Report of even date.*

**For Arun Jain & Associates**  
**Chartered Accountants**  
**Firm Regn. No: 325867E**

**For And On Behalf On The Board**

**B. Bera**  
**Director**  
**DIN:00433029**

**Anirudh Rathi**  
**M.Director**  
**DIN: 09802343**

**CA Arun Kumar Jain**  
*Proprietor*  
**Membership No. : 053693**  
**Place : Kolkata**  
**Date: 30.05.2025**  
**UDIN : 25053693BMHGCV8446**

**V. Manoj Kumar Thakur**  
**Chief Financial Officer**



**BLS INFOTECH LIMITED**  
**STATEMENT OF PROFIT & LOSS**  
**FOR THE YEAR ENDED ON 31st MARCH, 2025**  
**CIN: L30007WB1985PLC038686**

(Amount in lacs)

Sr. No	Particulars	Note No	Year Ended On 31st March, 2025	Year Ended On 31st March, 2024
	<b>Income:</b>			
I	Revenue from operations	11	-	8.77
II	Other Income	12	14.02	14.40
III	<b>Total Revenue (I +II)</b>		<b>14.02</b>	<b>23.17</b>
IV	<b>Expenses:</b>			
	Employee Benefit Expense	13	8.14	8.86
	Other Administrative Expenses	14	5.41	13.76
	<b>Total Expenses (IV)</b>		<b>13.55</b>	<b>22.62</b>
V	Profit/(Loss) before tax		<b>0.47</b>	<b>0.54</b>
VI	<b>Tax expense:</b>			
	(1) Current tax		0.12	0.14
	(2) Deferred tax		-	-
VII	Profit/(Loss) for the year		<b>0.35</b>	<b>0.40</b>
	<b>Other Comprehensive Income</b>			
VIII	Items that will not be reclassified to profit or (loss)		-	-
IX	<b>Total Other Comprehensive Income</b>		<b>-</b>	<b>-</b>
XVI	Earning per equity share:			
	(1) Basic		0.000	0.000
	(2) Diluted		0.000	0.000
	(Normal value per share is Rs. 1/-)			
	<b>NOTES TO ACCOUNTS</b>	15		

**Notes referred to above and attached there to form an integral part of Statement of Profit & Loss**  
**This is the Statement of Profit & Loss referred to in our Report of even date.**

**For Arun Jain & Associates**  
**Chartered Accountants**  
**Firm Regn. No: 325867E**

**CA Arun Kumar Jain**  
**Proprietor**  
**Membership No. : 053693**  
**Place : Kolkata**  
**Date: 30.05.2025**  
**UDIN : 25053693BMHGCW8446**

**For And On Behalf On The Board**

**B. Bera**                      **Anirudh Rath**  
**Director**                      **M.Director**  
**DIN:00433029**              **DIN: 09802343**

**V. Manoj Kumar Thakur**  
**Chief Financial Officer**

**BLS INFOTECH LIMITED**  
**STATEMENT OF CASH FLOW**  
**FOR THE YEAR ENDED 31<sup>st</sup> March, 2025**  
**CIN: L30007WB1985PLC038686**

(Amount in lacs)

A.	Particulars	Current Year Ended 31 <sup>st</sup> March, 2025		Previous Year Ended 31 <sup>st</sup> March, 2024	
	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>				
	Net Profit before taxes & extraordinary items		0.47		0.54
	Adjustment for:				
	Interest received				
	Misc. Exp. Written off	(0.77)		(14.40)	
			(0.30)		(13.86)
	Operating Profit before working Capital				
	Adjustment for:				
	Sundry Debtor	0.00		(0.33)	
	Loans & Advances	(3.78)		(4.31)	
	Trade Payables/Libittities				
	<b>Cash Generated from Operations:</b>		(1.84)		(11.40)
	Interest Paid	-	-	-	
	Direct Taxes Paid		(0.12)		(0.14)
	<b>Cash Flow before Extra Ordinary Items</b>				
	Less Extra Ordinary Items				
	Net Cash Flow from Operating Activities		(1.96)		(11.54)
	<b>Cash Flow Investing Activities:</b>				
	Interest/ Dividend Received				
	Net Cash used in Investing Activities		0.77		14.40
B.	<b>Cash Flow from Financing Activities:</b>				
	Payment of Unsecured Loan	-		-	
	Net Cash used in Financial Activities		(1.19)		2.86
	<b>Net Increase/Decrease in Cash &amp; Cash</b>				
C.	Cash & Cash Equivalent (Opening)		3.34		0.48
	Cash & Cash Equivalent (Ending)		2.15		3.34

**For Arun Jain & Associates**  
**Chartered Accountants**  
**Firm Regn. No: 325867E**

**CA Arun Kumar Jain**  
*Proprietor*  
 Membership No. : 053693  
 Place : Kolkata  
 Date: 30.05.2025  
 UDIN : 25053693BMHGCW8446

**For And On Behalf On The Board**

**B. Bera**  
**Director**  
**DIN:00433029**

**Anirudh Rathi**  
**M.Director**  
**DIN: 09802343**

**V. Manoj Kumar Thakur**  
**Chief Financial Officer**

**BLS INFOTECH LIMITED**  
**Notes to Financial Statements**  
**as at and for the year ended 31<sup>st</sup> March, 2025**

**1. Significant Accounting Policies**

**A. Basis of Preparation of Financial Statements**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ("the Companies Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The accounting policies have been applied consistently to all periods presented in these financial statements.

**B. Basis of Measurement**

These financial statements have been prepared on a historical cost convention and on an accrual basis, except for certain assets and liabilities which have been measured at fair value as per Ind AS.

The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest Lakhs.

**C. Use of Estimates**

The preparation of financial statements in conformity with Ind AS requires management to make estimates, judgments' and assumptions (including revisions, if any). These estimates, judgments and assumptions affect the application of accounting policies and reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenue and expenses during the period.

Appropriate changes in the estimates are made as management becomes aware of changes in circumstances. Changes in the estimates are reflected in the financial statements in the period in which changes are made.

**D. Revenue Recognition**

Revenue is recognized by the company when the company satisfies a performance obligation by transferring a promised good or service to its customers. Asset/goods/services are considered to be transferred when the customer obtains control of those asset/goods/services.

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Company's activities. Revenue is shown net of GST, returns, rebates and discounts.

Revenue is recognized when the significant risks and rewards of ownership of the products have passed to the buyer, which is considered to be upon delivery under the contractual terms, and when the amount of revenue can be measured reliably.

**BLS INFOTECH LIMITED**  
**Notes to Financial Statements**  
**as at and for the year ended 31<sup>st</sup> March, 2025**

**E. Impairment**

As at the end of each Balance Sheet date, the carrying amount of assets is assessed as to whether there is any indication of impairment. If the estimated recoverable amount is found less than its carrying amount, the impairment loss is recognized and assets are written down to their recoverable amount.

**F. Provisions**

Provisions for legal claims and returns are recognised when the company has a present legal or constructive obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provisions due to the passage of time is recognized as interest expense.

**G. Income Tax**

Income tax expense represents the sum of current tax payable and deferred tax.

Current Tax: The tax currently payable is based on the current year taxable profit for the year. The current tax is calculated using the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax: Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that the taxable profits will be available against which those deductible temporary differences can be utilized. Deferred tax is calculated using the tax rates that have been enacted or substantively enacted at the end of the reporting period. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

**H. Employee Benefits**

Short term benefits and post employment benefits are accounted in the period during which the services have been rendered.

**I. Financial Instruments:**

Non-derivative financial instruments consist of:

i) Financial assets, which include cash and cash equivalents, trade receivables, other advances and eligible current and non-current assets;

ii) Financial liabilities, which include long and short term loan and borrowings, trade payables, eligible current and non current liabilities.

Non derivative financial instruments are recognized initially at fair value including any directly attributable transaction costs. Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

**a) Cash and cash equivalents**

For the purposes of the cash flow statement, cash and cash equivalents include cash in hand, at banks and demand deposits with banks, net of outstanding bank overdrafts, if any, that are repayable on demand and are considered part of the Company's cash management system.

**b) Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Loans and receivables are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at amortized cost, less any impairment losses. Loans and receivables comprise trade receivables and other assets.

The company estimates the un-collectability of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

**c) Trade and payable**

Liabilities are recognized for amounts to be paid in future for goods or services received, whether billed by the supplier or not.

**J. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non –cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**K. Segment Information**

The company is considered to be a single segment company engaged in the media and entertainment industry. Consequently, the company has in its primary segment only one reportable business segment.

**L. Events after the reporting period**

Adjusting events are events that provide further evidence of condition that existed at the end of the reporting period. The financial statements are adjusted for such events before authorization for issue.

**BLS INFOTECH LIMITED****Notes to Financial Statements****as at and for the year ended 31<sup>st</sup> March, 2025***(Amount in Lac)*

	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
<b>Note 2. Other Non Current Assets</b>		
Advance for Skill Development Project	3,407.98	3,407.98
	<u>3,407.98</u>	<u>3,407.98</u>
Advance made for a project implementation for development of IT center with joint collaboration with of a co-venturer.		
<b>Note 4. Cash and Cash Equivalents</b>		
Balances with Banks - In Current Accounts	1.41	2.35
Cash on Hand	0.73	0.99
	<u>2.14</u>	<u>3.34</u>
<b>Note 5. Current Loan</b>		
(Unsecured, considered good)		
Loan	193.32	189.53
	<u>193.32</u>	<u>189.53</u>
<b>Note 6. Other Current Assets</b>		
MAT	14.63	14.63
Tax Deducted at Source	5.10	5.11
Security Deposits	15.25	15.66
Gratuity Fund	0.35	0.35
	<u>35.74</u>	<u>35.75</u>
<b>Note 9. Other Current Liabilities</b>		
Creditors for Expenses	19.92	17.67
	<u>19.92</u>	<u>17.67</u>
<b>Note 10. Current Tax Liabilities</b>		
Provision for Tax	0.12	0.14
	<u>0.12</u>	<u>0.14</u>

**BLS INFOTECH LIMITED**  
**Notes to Financial Statements**  
**as at and for the year ended 31<sup>st</sup> March, 2025**

(Amount in Lac)

	As at 31.03.2025	As at 31.03.2024
<b>Note 3. Trade Receivables</b>		
Secured, considered good	-	
Unsecured, considered good	454.57	454.57
	<u>454.57</u>	<u>454.57</u>

No trade receivables are due from directors or other officers of the company either severally or jointly with any other person, nor from firms or private companies respectively in which any director is a partner, a director or a member.

Particulars	As at 31st March 2025					
	Outstanding for following periods from due date of Receipts					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	-	-	-	454.57	454.57
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Less: Provision for doubtful receivable (Disputed + Undisputed)	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	454.57	454.57

Particulars	As at 31st March 2024					
	Outstanding for following periods from due date of Receipts					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	-	-	-	454.57	454.57
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Less: Provision for doubtful receivable (Disputed + Undisputed)	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	454.57	454.57



**BLS INFOTECH LIMITED**  
**Notes to Financial Statements**  
**as at and for the year ended 31<sup>st</sup> March, 2025**

(Amount in Lac)

As at 31.03.2025		As at 31.03.2024		
<b>Note 7. Equity Share Capital</b>				
<b>Authorised</b>				
45,00,00,000 [31st March 2024: 45,00,00,000] Equity Shares of Rs. 1 each		4,500.00	4,500.00	
[31st March, 2024: Rs. 1 each]				
<b>Issued, Subscribed and Fully Paid up</b>				
43,76,94,813 [31st March 2024: 43,76,94,813] Equity Shares of Rs. 1 each		4,376.95	4,376.95	
[31st March, 2024: Rs. 1 each]		4,376.95	4,376.95	
<b>A. Reconciliation of the number of shares</b>				
Equity Shares	As at 31st March 2025		As at 31st March 2024	
	Number of Shares	(Amount in Lakhs)	Number of Shares	(Amount in Lakhs)
Balance as at the beginning of the year	43,76,94,813	4,376.95	43,76,94,813	4,376.95
Additions during the year	-	-	-	-
Balance as at the end of the year	43,76,94,813	4,376.95	43,76,94,813	4,376.95
<b>B. Details of equity Shares held by shareholders holding more than 5% of the aggregate shares in the Company</b>				
Name of Shareholder	As at 31st March 2025		As at 31st March 2024	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Afterlink Buildcon Pvt Ltd	4,28,18,090	9.78	4,28,18,090	9.78
Shivpariwar Vanijya Pvt Ltd	4,21,04,750	9.62	4,21,04,750	9.62
Shivpariwar Vinimay Pvt Ltd	3,89,33,125	8.90	3,89,33,125	8.90
Snowhill Vinimay Pvt Ltd	3,94,65,142	9.02	3,94,65,142	9.02
Fastspeed Apartment Pvt Ltd	4,23,38,500	9.67	4,23,38,500	9.67
Funidea Developers Pvt Ltd	4,19,56,641	9.59	4,19,56,641	9.59
Dasbhuja Promoters Pvt Ltd	3,67,90,189	8.41	3,67,90,189	8.41
<b>Total</b>	<b>28,44,06,437</b>	<b>64.98</b>	<b>28,44,06,437</b>	<b>64.98</b>
<b>C. Terms/ Rights Attached to the Equity Shares</b>				
The Company has only one class of Equity Shares having a par value of Rs. 1 per share. Each shareholder is eligible for one vote per share held.				

**BLS INFOTECH LIMITED**  
**Notes to Financial Statements**  
**as at and for the year ended 31<sup>st</sup> March, 2025**

*(Amount in Lac)*

**Note 8. Other Equity**

Refer statement of changes in equity for detailed movement in other equity balance.

<b>Movement in other equity balance</b>					
<b>Components</b>	<b>1st April 2023</b>	<b>Movement during the year</b>	<b>31st March 2024</b>	<b>Movement during the year</b>	<b>31st March 2025</b>
Retained Earnings	(304.14)	0.40	(303.60)	0.35	(303.25)
	<b>(304.14)</b>	<b>0.40</b>	<b>(303.60)</b>	<b>0.35</b>	<b>(303.25)</b>

**BLS INFOTECH LIMITED**  
**Notes to Financial Statements**  
**as at and for the year ended 31<sup>st</sup> March, 2025**

*(Amount in Lac)*

	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
<b>Note 11. Revenue from Operations</b>		
Income from Operations	0.00	8.77
	<b>0.00</b>	<b>8.77</b>
<b>Note 12. Other Income</b>		
Interest Income	14.02	14.40
	<b>14.02</b>	<b>14.40</b>
<b>Note 13. Employees Benefit Expenses</b>		
Salaries and Bonus	8.14	8.06
Director Sitting Fees	0.00	0.80
	<b>8.14</b>	<b>8.86</b>
<b>Note 14. Other Expenses</b>		
Electricity Charges	0.38	0.38
Stock Exchange & Depository Fees	7.74	7.74
Travelling & Conveyance	0.78	0.78
Printing & Stationery	0.28	0.28
Telephone Expenses	0.35	0.35
Professional Charges	0.86	0.86
Rent	1.20	1.20
General Expenditure	0.35	1.99
Appeal Fees	0.20	0.00
Penalty Fee	0.12	
<u>Auditor's Remuneration</u>		
Statutory Audit Fees	0.30	0.20
	<b>5.41</b>	<b>13.76</b>

**BLS INFOTECH LIMITED****Notes to Financial Statements****as at and for the year ended 31<sup>st</sup> March, 2025***(Amount in Lac)*

	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
<b>Note 15. Earnings Per Share (EPS)</b>		
Basic EPS amount are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.		
Diluted EPS are calculated by dividing the profit for the year attributable to the equity holders of the Company by weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.		
The following reflects the income and share data used in the basic EPS and diluted EPS computations:		
	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
Profit attributable to equity holders	0.35	0.40
Weighted Average Number of Equity Shares	43,76,94,813	43,76,94,813
<b>Earnings per equity share</b>		
Computed on the basis of profit for the year		
Basic (in Rs.)	<b>0.00</b>	<b>0.00</b>
Diluted (in Rs.)	<b>0.00</b>	<b>0.00</b>

**BLS INFOTECH LIMITED**  
**Notes to Financial Statements**  
**as at and for the year ended 31<sup>st</sup> March, 2025**

**16. Financial Instruments and risk management**

The carrying amount of trade payables, other financial liabilities (current), loans (current), trade receivables, cash and cash equivalents and other bank balances are considered to be the same as fair value due to their short term nature.

The fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

**Categories of financial instruments**

*(Amount in Lac)*

Particulars	Level	31st March, 2025		31st March, 2024	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial Assets</b>					
<b>Measured at amortised cost:</b>					
<b>Current</b>					
Trade Receivables	3	454.57	454.57	454.57	454.57
Cash and Cash Equivalents	3	2.14	2.14	3.34	3.34
Loans	3	193.32	193.32	189.53	189.53
<b>Total</b>		<b>650.02</b>	<b>650.02</b>	<b>647.44</b>	<b>647.44</b>

Fair value of instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques, which maximise the use of observable market data and rely as little as possible on entity specific estimates. If significant inputs required to fair value an instruments are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs are not based on observable market data, the instruments is included in level 3.

Management uses its best judgment in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, the fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

**17. Financial risk management**

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board.

**A) Market Risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

**B) Credit Risk**

Credit risk is the risk arising from credit exposure to customers, cash and cash equivalents held with banks assets and current and non-current held-to maturity financial.

With respect to credit exposure from customers, the Company has a procedure in place aiming to minimise collection losses. Credit Control team assesses the credit quality of the customers, their financial position, past experience in payments and other relevant factors. The carrying amount of trade receivables, advances, deposits, cash and bank balances represents company's maximum exposure to the credit risk. No other financial asset carry a significant exposure with respect to the credit risk.

**iii) Significant estimates and judgments**

**Impairment of financial assets**

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**C) Liquidity Risk**

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding to meet obligations when due and to close out market positions. Management monitors cash and cash equivalents on the basis of expected cash flows.

**18. Capital Management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the company's capital management is to maximise the shareholder value. The

**BLS INFOTECH LIMITED**  
**Notes to Financial Statements**  
**as at and for the year ended 31<sup>st</sup> March, 2025**

Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31<sup>st</sup> March 2025 and 31<sup>st</sup> March 2024.

**19. Contingent Liabilities: Nil**

**20. Segment Reporting**

In accordance with Accounting Standard Ind AS 108 'Operating Segment' the Company has only one reportable business segment and have only one reportable geographic segment in India.

**21. Approval of Financial Statements**

The financial statements were approved by the board of directors on 30<sup>th</sup> May, 2025.

<b>22. Ratio Analysis :</b>	<b>31.03.2025</b>	<b>31.03.2024</b>	<b>% Change</b>	<b>Reason for Variation</b>
Current Ratio	34.21	38.36	(4.15)	
Debt Equity Ratio	NA	NA	NA	
Debt Service Coverage Ratio	NA	NA	NA	
Return on Equity Ratio	0.00	0.00	-	
Inventory Turnover Ratio	NA	NA	NA	-
Trade Receivables Turnover Ratio	NA	NA	NA	
Trade Payables Turnover Ratio	NA	NA	NA	
Net Capital Turnover Ratio	NA	NA	NA	
Net Profit Ratio	NA	NA	NA	
Return on Capital Employed	0.00	0.00	NA	
Return on Investment	NA	NA	NA	

**For Arun Jain & Associates,**  
**Chartered Accountants**  
**Firm Regn No: 325867E**

**For and on behalf of Board of Directors**  
**of BLS Infotech Limited**

**CA Arun Kumar Jain**  
**Proprietor**  
 Membership No. 053693  
 Place: Kolkata  
 Date: 30.05.2025  
 UDIN: 25053693BMHGCW8446

**Bibhas Bera**  
**Director**  
**DIN: 00433029**

**Anirudh Rath**  
**M.Director**  
**DIN: 00570773**

**V . Manoj Kumar Thakur**  
**Chief Financial Officer**