



## BS LIMITED

CIN: L27109AP2004PLC042375

Regd. Office: Sy. No.41, Majeedpalli (V), APIIC Indl. Area, Muppireddypally, ManoharabadMandal, Medak District, Pincode: 502334.

**Notice is hereby given that the Thirteenth Annual General Meeting of the Members of M/s. BS Limited will be held on Thursday, the 28<sup>th</sup> day of December 2017, at 12.15 Noon at Registerd Office of the Companyat Regd.Office: Sy. No.41, Majeedpalli (V), APIIC Indl. Area, Muppireddypally, ManoharabadMandal, Medak District, Pincode: 502334, Telangana,to transact the following business:**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the approval of the Board of Directors of the Company, at its Meeting held on November 28, 2016, to revise the Financial Statements of the Company for the Financial Year 2014-15 and 2015-16 in terms of Section 131 of the Companies Act, 2013 and Rules prescribed thereunder. A petition has been submitted to NCLT for its approval on December 9, 2016 and same is pending for approval and hence, the Agenda item relating to receipt, consideration andAdoption of the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the Reports of Directors and Auditors thereon for the Financial Year ended March 31, 2017, be and is hereby adjourned pending the receipt of the approval of the National Company Law Tribunal (“NCLT”) and such other approval(s) from the appropriate authority(ies) as may be necessary in connection with the foregoing Revision of Financial Statements.”

**“RESOLVED FURTHER THAT** in view of the Revision of Financial Statements as aforesaid, the consent of the company be and is hereby accorded to the Board of Directors for circulation of the Notice of Annual General Meeting without enclosing the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and the Reports of Directors and Auditors thereon for the Financial Year ended March 31, 2017, which shall be circulated to the Members upon the receipt of the approval of the National Company Law Tribunal (“NCLT”) for the Revision of Financial Statements for the FY 2014-15 &2015-16 and such other approval(s) from the appropriate authority(ies) as may be necessary.”

**“RESOLVED FURTHER THAT** the consent of the company be and is hereby granted to the Board of Directors of the Company to submit the documents as may be required in furtherance of the Application made by the Company to the NCLT and that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required in connection with the foregoing Resolution(s)

2. **To ratify the appoint Statutory Auditors and fix their remuneration** and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. P. Murali & Co., Chartered Accountants, (bearing ICAI Registration No. 007257S), be and are hereby ratified their reappointment as Statutory Auditors of the Company appointed for a period of 5 Consecutive years subject to ratification in the AGM held on 30.09.2014. Hence Auditors of the company will hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be determined by the Board of Directors of the Company.”

3. **Ratification of Remuneration of Cost Auditors 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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Srinivas & Co., Cost Accountants, (bearing Firm Registration No. 000278, allotted by The Institute of Cost Accountants of India), who were appointed as Cost Auditors for conducting Audit of the Cost Records of the Company for the Financial Year 2016-17, be paid remuneration of Rs. 150,000/- (Rupees One Lakh Fifty Thousand Only) per annum, excluding Service Tax and reimbursement of travel and out-of-pocket expenses at actuals, if any, incurred in connection with the Audit.”

“**RESOLVED FURTHER THAT** the Board of Directors and / or the Company Secretary of the Company, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**By order of the Board**

**For BS Limited**

**Date : December 1, 2017**

**(Rajesh Agarwal)**

**Place : Hyderabad**

**Chairman & Managing Director**

## NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special businesses is annexed hereto and forms part of the Notice.
2. **A member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote instead of himself and the Proxy or Proxies so appointed need not be a member or members, as the case may be, of the Company. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution / authority, as applicable. The instrument appointing the Proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarized certified copy of that Power of Attorney or other authority shall be deposited at the Registered Office of the Company, not later than 48 hours before the time fixed for holding the meeting.**

**A person shall not act as a Proxy for more than 50 Members and holding in aggregate not more than 10% (Ten) percent of the total Voting Share Capital of the Company. However, a single person may act as a Proxy for a member holding more than 10% (Ten) percent of the total Voting Share Capital of the Company provided that such person shall not act as a Proxy for any other person.**

3. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 10:00 a.m. and 12.00 Noon up to the date of the Annual General Meeting.
4. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped and signed are liable to be considered invalid. Further for identification purposes etc., it is advisable that the Proxy holder's signature may also be furnished in the Proxy Form.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members/Proxies are requested to bring the attendance slip duly filled in.
7. Members who hold shares in dematerialized form are requested to bring their Depository Account Number (Client ID No.) for easier identification and recording of attendance at the meeting.
8. The Register of Members and Share Transfer Books of the Company will remain closed from December 24, 2017 to December 27 2017 (both days inclusive) for the purpose of determining the Members eligible for Dividend.
9. The Securities and Exchange Board of India has notified that the shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the

shareholders/ transferees of Shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.

10. In accordance with Section 20 of the Companies Act, 2013 service of documents on Members by a Company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Notice of Twelfth Annual General Meeting is being sent to all the Members whose email addresses are registered with the Company / Depository Participant(s) unless any Member has requested for a hard copy of the same. Members, who have not yet registered their email address with the Company / RTA / Depository Participant, are requested to do the same at the earliest by submitting the duly filled in “e-Communication Registration Form” (available on Company’s website in the Investor Centre Section) to the Company / RTA. Members can also submit their form along with Attendance Slip at the Registration Counter at AGM. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost.
11. Pursuant to the provisions of Section 123 of the Companies Act, 2013 and Section 205A read with Section 205C of the Companies Act, 1956, Dividend declared for earlier years which remains unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (“IEPF”) established by the Central Government. The particulars of due dates for transfer of such Unclaimed Dividends to IEPF are furnished herein below:

<b>Financial Year/ Quarter Ended</b>	<b>Type of Dividend</b>	<b>Date of Declaration of Dividend</b>	<b>Last date for claiming unpaid Dividend</b>	<b>Due date for transfer to IEPF</b>
March 31, 2011	Final	September 30, 2011	October 29, 2018	November 07, 2018
March 31, 2012	Final	September 29, 2012	October 28, 2019	November 06, 2019
December, 2012	Interim	February 04, 2013	March 06, 2020	March 13, 2020
March 31, 2014	Final	September 30, 2014	October 28, 2021	November 06, 2021

Members who have not encashed the Dividend Warrants so far in respect of the aforesaid periods are requested to send their Claims, if any to the Company/Share Transfer Agent well in advance of the above due date. Once the amount is transferred to the IEPF, no claim shall lie against IEPF or the Company in respect thereof.

Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies) Rules 2012, the Company will provide / host the required details of unclaimed amounts referred to under Section 205C (2) of the Companies Act, 1956 on its website and also in the website of the Ministry of Corporate Affairs (MCA) in the relevant form every year.

12. Members are requested to affix their signature at the space provided on the attendance slip annexed to proxy form and hand over the slip at the entrance of the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

13. Corporate Members are requested to send duly Certified Copy of the resolution / Power of Attorney authorizing their representatives to attend and vote at the Annual General Meeting.
14. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the form annexed as a part of the Annual Report and send the same to the office of the Registrar and Transfer Agent of the Company.
15. The Certificate from the Auditors of the Company on the Company's Employee Stock Option Plan will be available for inspection by Members at the AGM.
16. Electronic copy of the Notice convening the Thirteenth Annual General Meeting of the Company along with the Attendance slip and Proxy form is being sent to the members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the Thirteenth Annual General Meeting of the Company, the Attendance slip and Proxy form is being sent to the members in the permitted mode. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
17. Keeping in view the Revision of Financial Statements for the Financial Years 2014-15 and 2015-16, the Notice of Annual General Meeting is being circulated without enclosing the Annual Report for the Financial Year 2016-17, which shall be circulated, duly revised, upon the receipt of approval of the NCLT for the Revision of Financial Statements for the FY 2014-15 and 2015-16,.
18. In terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of Directors, who are proposed to be appointed / re-appointed at this AGM, nature of their expertise in specific functional areas, their other Directorships and Committee Memberships, their Shareholding and Relationship, if any, with other Directors of the Company are annexed to the Notice.

**19. Voting through Electronic Means:**

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, a member of the Company holding shares either in physical form or in dematerialized form, may exercise his right to vote by electronic means in respect of the resolution(s) contained in this Notice.
- b. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide remote e-voting

facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).

- c. The Company will also provide facility for voting through polling paper which shall be available at the Meeting and Members attending the Meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.
- d. The remote e-voting period commences on December 25, 2017 (9:00 AM) and ends on December 27, 2017 (5.00 PM). During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being December 22, 2017, may cast their vote by electronic means in the manner and process set out herein below. The e-voting module shall be disabled for voting thereafter.
- e. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- f. The Procedure and instructions for remote e-voting are as under:
- g. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company/ Depository Participants (s)]:

iLaunch internet browser by typing the URL: <http://evoting.karvy.com>

iiEnter the login credentials (i.e. **User ID and password mentioned herein below**). Your Folio No. / DP ID- Client Id will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

- i. After entering these details appropriately, click on "LOGIN".
- ii. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommend that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- iii. You need to login again with the new credentials.
- iv. On successful login, the system will prompt you to select the "EVENT" i.e., BS Limited.
- v. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- vi. Shareholders holding multiple folios/ Demat accounts shall choose the voting process separately for each folio/ Demat accounts.
- vii. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- viii. You may then cast your vote by selecting an appropriate option and click on "Submit".

- ix. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
  - x. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email [kotes956@yahoo.co.in](mailto:kotes956@yahoo.co.in) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format “BS Limited, 13<sup>th</sup> Annual General Meeting”. The documents should reach the Scrutinizer and such other person on or before December 27, 2017, 5.00 PM.
- A. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants (s) or requesting physical copy].
    - i) User ID and initial Password as provided in the Covering Letter.
    - ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) as mentioned in (A) above, to cast your vote.
  - B. Any person, who has become the Member of the Company after the despatch of AGM Notice but on or before the cut-off date i.e. December 22, 2017, may write to the Karvy on the email Id [evoting@karvy.com](mailto:evoting@karvy.com) (or) contact Mr. U.S. Singh Contact No. 040-33215424, at Karvy Computershare Private Limited, Unit – BS Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.
1. The remote e-voting period commences on December 25, 2017 (9:00 AM) and ends on December 27, 2016 (5.00 PM). During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being December 22, 2017, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote at the AGM.
  2. The facility for voting through electronic means ('Insta Poll') shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.
  3. The members who have cast their vote by Remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
  4. The Company has engaged the services of Karvy Computershare Private Limited (“Karvy”) as the Agency to provide e-voting facility to the members of the Company.
  5. The Board of Directors has appointed Mr. Y. KoteswaraRao, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

6. The voting rights of the Shareholders shall be reckoned on the Paid up value of Shares registered in the name of the Member / Beneficial Owner (in case of Electronic Shareholding) as on the cut-off date i.e. December 22, 2017.
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e. December 22, 2017, only shall be entitled to avail the facility of Remote e-voting/Insta Poll.
8. The Remote e-voting facility will be available during the following period:  
Commencement of remote e-voting: From 9.00 AM (IST) on December 25, 2017;  
End of Remote e-voting: Up to 5.00 PM (IST) on December 27, 2017.  
The Remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of the aforesaid period.
9. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter, unblock the votes cast through Remote e-voting in the presence of at least Two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same. The Chairperson or a person authorised by him in writing will declare the result of voting forthwith.
10. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. December 28, 2017.
11. The Results on Resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the Resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution(s).
12. The Results declared along with the Scrutinizer's Report will be available on the website of the Company([www.bslimited.in](http://www.bslimited.in)) and on the website of the service provider (<https://evoting.karvy.com>) and will be communicated to the Stock Exchanges, BSE Limited and the National Stock Exchange of India Limited, within 48 hours from the conclusion of the AGM.

**The details of EVEN and Login details are as below:**

EVEN (E Voting Event Number)	User ID	Password



## **ANNEXURE TO THE NOTICE**

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

#### **ITEM NO.1**

The Board would like to bring to the Notice of its stake holders the following from the Explanatory Statement circulated to its members calling the Annual General meeting held on Dec 29, 2016 as the facts are unchanged since then. The Company has been carrying forward, Trade Receivables and Trade Advances aggregating to Rs. 161.21 crores and Rs. 52.95 crores respectively in the Balance Sheet of the Company which pertain to the earlier years. Though the same have been outstanding for quite a long time, the Management was positive about the realization of the same. Accordingly, the Management had considered them to be standard and had not treated them to be Doubtful Debts. However, the Company could not realize / recover any of the aforesaid outstanding Trade Receivables and Advances during the Financial Year 2015-16 and further they are outstanding till date despite the efforts of the Company.

The Board of Directors at its Meeting held on May 27, 2016, has approved the Financial Results for the period ended March 31, 2016. Accordingly, the approved Financial Statements were submitted to the Statutory Auditors, M/s. P. Murali & Co., Chartered Accountants, for their Report to the Members for approval in the ensuing Annual General Meeting to be held on or before December 31, 2016 (in terms of the extension, for 3 months, granted by the Registrar of Companies). The Statutory Auditors had completed the Audit and issued their Report, dated May 27, 2016, for the Financial Year 2015-16.

In their Audit Report, the Statutory Auditors of the Company, have emphasized, the matter with respect to the realization of the Outstanding Trade Receivables to the extent of Rs. 161.21 Crores and the Advances given by the Company, Rs. 52.95 Crores, which have been outstanding for more than 365 days as on the Financial Year ending March 31, 2016 and that the Financial Statements of the Company did not include any adjustment relating to the certainty of the recovery of such balances. The extract from the aforesaid Audit Report is as under:

*“Attention is invited to Note no. 44 to the Notes to Financial Statements regarding realization of outstanding Trade Receivables to the extent of Rs. 161.21 Crores and Advances given by the Company an amount of Rs. 52.95 Crores which are outstanding for more than 365 days for the year ending 31<sup>st</sup> March 2016. The Financial Statements of the Company do not include any adjustment relating to the certainty of the recovery of such balances. Our opinion is not modified in this respect.”*

In view of the above, the Board of Directors at its Meeting held on November 28, 2016 has resolved that the outstanding balances of Rs. 214.16 Crores, as aforesaid, be considered as not realizable and accordingly be written off from the Books as bad debts so as to give true and fair view of the Balance Sheet and Profit & Loss Accounts. The proposed Write-off was to be done over Two Financial years i.e., partially, Rs.110.55 Crores, in the Financial Year 2014-15 and remaining balance of Rs. 103.61 Crores in the Financial Year 2015-16.

While the Financial Statements for FY 2014-15 have been approved and adopted by the Shareholders at the AGM held on September 30, 2015 and have also been filed with the Registrar of Companies, the Financial Statements for FY 2015-16 have been approved by the Board of Directors at its Meeting held on May 27, 2016, which were audited by the Statutory Auditors and are due to be presented to the Shareholders of the Company for their approval at the AGM to be held on or before December 31, 2016 (as approved by the Registrar of Companies, Telangana & Andhra Pradesh). As per the provisions of the Companies Act, 2013, any changes to the approved Financial Statements would tantamount to Revision of the same. In this context, the Board of Directors has, at its Meeting held on November 28, 2016, resolved to revise the Financial Statements, stated herein above, voluntarily, by seeking the approval of the National Company Law Tribunal ("NCLT"), in compliance with Section 131 of the Companies Act, 2013 and Rules prescribed thereunder.

The company has submitted a petition to National Company Law Tribunal on December 9, 2016 for its approval for revision of financial Statements for 2014-15 and 2015-16 and the same is pending. The Board would like to bring to the notice of its shareholders that as per the Audited Results for the FY 2016-17 filed with the Stock Exchange, the Income from operations on Standalone and Consolidated basis is Rs.695.70 crores and Rs. 2224.84 crores and the net loss is Rs.408.12 crores and Rs. 389.66 crores respectively. In view of its mounting up of losses, the lenders (Banks and Financial Institutions) have invoked the provisions of SARFAESI ACT, 2002. and rules made thereunder. Now the Company is taking necessary steps in this regard to salvage the situations for its operations. Accordingly, the Annual Report, including the Audited Financial Statements, Report of Board of Directors and the Report on Corporate Governance, duly revised, shall be circulated to the Members upon the receipt of the approval of NCLT and such other approval(s) from the appropriate authority(ies) as may be necessary in connection with the above.

The Registrar of Companies has granted extension of time vide letter dated 04.09.2017 to hold AGM for the Financial Year 2016-17 for a period of 3 Months and hence the AGM is being held within due date granted

Accordingly, consent of the members is sought for approving the Resolution as set out in Item No. 1. The Board of Directors of the Company recommends the Resolution, as set out in the Item No. 1 of the Notice, for the approval of the Shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution as set out at Item No. 1 of the Notice, except to the extent of their shareholding, if any, in the Company.

**ITEM NO.3**

**ITEM NO. 3:**

The Board of Directors of the Company, at its Meeting held on May 27, 2016, on the recommendation of the Audit Committee, had appointed M/s. Srinivas& Co., Cost Accountants (Firm Registration No. 000278), as the Cost Auditor for Audit of the Cost Accounting Records of the Company for the Financial Year ending March 31, 2017, at a Remuneration of Rs. 150,000/- as remuneration payable to them, for the Financial Year 2016-17.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, (including any Statutory modification(s) or re-enactments thereof for the time being in force), the remuneration payable to the Cost Auditor is required to be ratified by the Shareholders of the Company.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 5 for ratification of remuneration payable to the Cost Auditor for conducting the Audit of the Cost Records of the Company for the Financial Year ending March 31, 2017.

The Board of Directors of the Company recommends the Ordinary Resolution, as set out in the Item No. 5 of the Notice, for ratification by the Shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out at Item No. 5 of the Notice, except to the extent of their shareholding, if any, in the Company.

**By order of the Board  
For B S Limited**

**Date : December 1, 2017**

**Place : Hyderabad**

**(Rajesh Agarwal)  
Chairman & Managing Director**

**PROXY FORM**

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

CIN : **L27109AP2004PLC042375**

Name of the Company : **BS Limited**

Registered Office : Sy.No.41, Majeedpalli (V), APIIC Indl. Area, Muppireddypally,  
ManoharabadMandal, Medak 502334

Name of the Member (s):

Registered Address	:	
E-mail Id	:	
Folio No/ Client Id	:	
DP ID	:	

I/ We being the member(s) of \_\_\_\_\_ Shares of the above named Company hereby appoint:

1. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him

2. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him

3. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday the 28<sup>th</sup> day of December 2017 at 12.15 Noon at Registered Office of the Company at Sy. No.41, Majeedpalli (V), APIIC Indl. Area, Muppireddypally, ManoharabadMandal, Medak 502334,Telangana,and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Resolutions	For	Against
<b>Ordinary Business</b>			
1.	Adoption of Audited Financial Statements for the year ended March 31, 2017.		
2.	Appointment of M/s. P. Murali& Co., Chartered Accountants, as Statutory Auditors for the Financial Year 2017-18.		
<b>Special Business</b>			
3.	Ratification of Remuneration of Cost Auditors of the Company.		

Signed this ..... day of ..... 2017

Signature of the Member .....

Signature of Proxy holder(s) .....

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**BS LIMITED**

**(CIN: L27109AP2004PLC042375)**

Regd. Office: Sy. No.41, Majeedpalli (V), APIIC Indl. Area, Muppireddypally, ManoharabadMandal,

Medak District, Pincode: 502334

**ATTENDANCE SLIP**

Twelfth Annual General Meeting - December 28, 2017

DP ID : \_\_\_\_\_

Folio No. / Client ID \_\_\_\_\_

I / We hereby record my / our presence at the THIRTEENTH ANNUAL GENERAL MEETING of the Company at Sy. No.41, Majeedpalli (V), APIIC Indl. Area, Muppireddypally, ManoharabadMandal, Medak 502334 at 12.15 Noon on Thursday the 28<sup>th</sup> day of December 2017 and at any adjournment(s) thereof.

.....  
Full name of Member / Proxy in Block Letters  
Member / Proxy

.....  
Signature of the

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**Note:** Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Your entry to  
t h e  
Meeting will be regulated by this attendance slip.

**Form No. SH-13**

**Nomination Form**

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the  
Companies (Share Capital and Debentures) Rules 2014]

To,

**BS LIMITED**

8-2-269/10, #504, 5<sup>th</sup> Floor,

Trendset Towers, Road No. 2,

Banjara Hills, Hyderabad - 500 034.

I / We \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my / our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio. No	No. of Securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S —

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR—

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

Name:

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Address:

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Name of the Security Holder

s): \_\_\_\_\_

Signature:

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Witness with Name and Address:

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