

BAZEL INTERNATIONAL LIMITED

Regd. Office: 138, Beliaghata Road, Kolkata, Narkeldanga, West Bengal-700015

E-mail: bazelinternational@gmail.com **Website:** www.bazelinternationallimited.com

CIN: L51109WB1982PLC035605

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of Bazel International Ltd. will be held on Thursday, the 28th May, 2015 at 11:00 a.m. at the registered office of the Company at 138 Beliaghata Road, Narkeldanga, Kolkata-700 015 to transact the following business as:

Ordinary Business

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Kamal Khandelwal, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. To ratify the appointment of auditor and to pass, with or without modification(s), the following as an **Ordinary Resolution**;

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and recommendation of the Audit Committee and approval by the Board of Directors at their meetings dated 27th April, 2015 the consent of the Company be and is hereby accorded to ratify the terms and condition for appointment of M/s. Nishchay Khandelwal & Co., Chartered Accountants (Firm Registration No.- 028082N) as the Auditors of the Company for the financial year 2015-16.”

Special Business:

ITEM NO. 4. INCREASE IN AUTHORIZED SHARE CAPITAL 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 provisions of Sections 13, 61 and 64, and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 1,00,00,000/- (Rupees One Crore Only) divided into 10,00,000 (Ten Lac) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 1,50,00,000/- (Rupees One Crores Fifty Lac Only) divided into 15,00,000 (Fifteen Lac) equity shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu with the existing equity shares of the Company in all respect.”

ITEM NO. 5 – ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for altering the Memorandum of Association of the Company by substituting the existing Clause 5 thereof with the following new Clause 5:

“5. The Authorized Share Capital of the Company is Rs. 1,50,00,000/- (Rupees One Crore Fifty Lac Only) divided into 15,00,000 (Fifteen Lac) Equity Shares of Rs. 10/- (Rupee Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, or any other officer(s).”

ITEM NO. 6 – ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 5 and 14 of Companies Act, 2013 (‘the Act’), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the article of association of the Company be hereby altered and the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 7 – APPROVAL FOR THE ISSUE OF BONUS SHARES

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

“RESOLVED THAT in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors of the Company and subject to the regulations and

guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such other permissions, sanctions and approvals as may be required in this regard, consent of the members of the Company be and is hereby accorded to the Board for capitalization of such sum standing to the credit of the free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus Equity Shares of Rs. 10/- (Rupees ten only) each, credited as fully paid-up Equity shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members, on such date as may be fixed in this regard by the Board, in the proportion of 2 (two) equity shares for every 1 (one) existing equity share held by the Members.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”

ITEM NO. 8 – APPOINTMENT OF MR. ALOK JAIN AS AN INDEPENDENT DIRECTOR

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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Alok Jain, who is eligible for appointment and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (five) consecutive years, and shall not be liable to determination by retirement by rotation.”

ITEM NO. 9 – APPOINTMENT OF MS. SHWETA DAWAR AS A DIRECTOR

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

“**RESOLVED THAT** in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), and the Articles of Association of the Company, Ms. Shweta Dawar, who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 31st March, 2015, pursuant to the Articles of Association of the Company and Section 161 of the Companies Act, 2013, and who holds office upto the date of this Annual General Meeting and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Ms. Shweta Dawar as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement by rotation.”

ITEM NO. 10 – APPOINTMENT OF Mr. PANKAJ DAWAR AS A DIRECTOR

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

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), and the Articles of Association of the Company, Mr. Pankaj Dawar, who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 19th February, 2015, pursuant to the Articles of Association of the Company and Section 161 of the Companies Act, 2013, and who holds office upto the date of this Annual General Meeting and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Pankaj Dawar as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement by rotation.”

By the order of the Board
For Bazel International Limited

Sd/-
Pankaj Dawar
Director
DIN: 06479649

Date: 27.04.2015

Place: Kolkata

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts of the proposed ordinary and special resolutions for the items is annexed hereto. The said Resolutions and Explanatory Statement are being sent for approval of the Shareholders whose name appears in the Register of Members on April 24, 2015.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. The instrument appointing a proxy duly completed and signed should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLCABLE. A proxy form is enclosed.

4. Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Wednesday, 6th May 2015 to Friday, 8th May 2015 (both days inclusive) for the purpose of annual general meeting.

5. The ISIN of the Equity Shares of Rs.10/- each is INE217E01014

6. Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of annual general meeting and the annual report, including financial statements, board's report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.

7. The following statutory registers are open for inspection of members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below:

- a. Register of contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.
- b. Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.

The aforesaid registers shall be kept open for inspection at the annual general meeting by any person attending the meeting.

8. Members are requested to notify change in address, if any, to the Share Transfer Agent and to the Company quoting their Folio Numbers, number of share held etc.

9. Members are requested to register their e-mail addresses for receiving communications including Annual Reports, Notices, and Circulars etc. by the Company electronically.

10. Members/proxies are requested to bring their copies of annual reports to the meeting.

11. For security reasons, no article/baggage will be allowed at the venue of the meeting.

12. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company in order to comply with the SEBI guidelines.

13. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

14. Members are requested to bring along their Attendance Slip in the meeting, as enclosed with the Notice.

15. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.

16. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement entered with the Stock Exchanges the Company is pleased to provide the Members the facility to

exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL / NSDL. Details and Instructions for e-Voting are enclosed along with the Notice.

17. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.

18. Details of Scrutinizer

a) Mr. Yogesh Pahuja of M/s Grover Ahuja & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

b) The Scrutinizer shall, after the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes in cast of favour or against, if any, forthwith to the Chairman of the Company.

c) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. 24th April, 2015.

d) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bazelinternationallimited.com and on the website of CDSL within two days of the passing of the resolutions at the Annual General Meeting of the Company and communicated promptly to the respective Stock Exchanges where the shares of the Company are listed.

Company's website www.bazelinternationallimited.com will be uploaded with the above mentioned documents well before the mandatory period and the copies of the aforesaid documents will be available for inspection at the Registered Office of the Company also.

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

ITEMS NO.: 4, 5, 6 and 7

With a view to encouraging the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholder base, the Board in its meeting held on April 27, 2015 considered and approved a bonus issue of 2 (two) equity share for every 1 (One) equity share held, as on a 'record date' to be determined by the Board.

Presently, the authorized share capital of your Company is Rs. 1,00,00,000 (Rupees One Crore) divided into 10,00,000 (Ten Lakh only) equity shares of Rs. 10 (Rupees Ten only) each. The issue of bonus shares as aforesaid would require increase in the authorized capital of the Company and consequential amendments to the existing Memorandum of Association and Articles of Association of the Company.

Further the existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013.

The bonus issue of equity shares, increase in the authorized capital and alteration of the relevant clauses of the Memorandum and Articles of Association of the Company are subject to the approval of Members in terms of Sections 13, 14, 61 and 63 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

No director, key managerial personnel and their relatives are in any way concerned or interested in the Resolutions set forth in Item Nos. 4, 5, 6 and 7 of the Notice except to the extent of their shareholding.

The Board recommends the Resolutions set forth in Item No. 4, 5, 6 and 7 for the approval of the Members.

ITEM NO.:– 8

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The Term shall be effective prospectively.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Alok Jain,

being eligible, offers himself for appointment, and is proposed to be appointed as Independent Directors for a term as stated in the Resolutions.

Therefore, the Directors of your Company recommend the aforesaid resolution for your consideration and approval.

Except Mr. Alok Jain, being an appointee none of Director and Key Managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no. 8.

The Board of directors therefore, recommends the resolution for appointment of Mr. Alok Jain as an Independent Director of the Company for approval of the members by passing the **Ordinary resolution.**

Brief Resume of Mr. Alok Jain is as under:

Name:	ALOK JAIN
Age:	30 YEARS
Name of the other Companies in which Directorship held	N.A.
Name of the other Companies in which Committee Membership held (as per Clause 49 of the Listing Agreement)	N.A.
Shareholding in the Company	NIL

ITEM NO.:– 9

In Compliance to the Companies act 2013 and amendments made thereto and other applicable provisions of the Act, which came into effect from April 1, 2014, Company is required to appoint at least one women Director on the Board.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment of women Director on the Board which is consistent with the Companies Act, 2013.

The Board of Directors of the Company appointed Ms. Shweta Dawar as an Additional Director of the Company w.e.f. March 31, 2015. In terms of the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Ms. Shweta Dawar would hold office up to the date of the ensuing Annual General Meeting. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Shweta Dawar, being eligible, offers himself for appointment, and is proposed to be appointed as Directors who shall be liable to retire by rotation.

The Company has received a notice from a member of the Company along with requisite fee under section 160 of the Companies Act, 2013 proposing the candidature of Ms. Shweta Dawar for the office of Director of the Company. Ms. Shweta Dawar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Therefore, the Directors of your Company recommend the aforesaid resolution for your consideration and approval.

Except Ms. Shweta Dawar and Mr. Pankaj Dawar Director of the Company, none of Director and Key Managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no. 9.

The Board of directors therefore, recommends the resolution for appointment of Ms. Shweta Dawar as a Director of the Company for approval of the members by passing the **Ordinary resolution.**

Brief Resume of Ms. Shweta Dawar is as under:

Name:	SHWETA DAWAR
Age:	36 Years
Name of the other Companies in which Directorship held	N.A
Name of the other Companies in which Committee Membership held (as per Clause 49 of the Listing Agreement)	N.A
Shareholding in the Company	NIL

ITEM NO.:–10

Mr. Pankaj Dawar was appointed as an Additional director by the Board of directors on 19th February 2015. In terms of Section 161(1) of the Companies Act, 2013, Mr. Pankaj Dawar hold the office up to the date of the ensuing Annual General Meeting of the Company. The Company has received a notice from a member signifying his intention to propose appointment of Mr. Pankaj Dawar as Director, liable to retire by rotation.

The Board considers the appointment of Mr. Pankaj Dawar as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Director of the Company liable to retire by rotation.

Except Mr. Pankaj Dawar and Ms. Shweta Dawar none of Director and Key Managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no.10.

The Board of directors therefore, recommends the resolution for appointment of Mr. Pankaj Dawar as a Director of the Company for approval of the members by passing the **Ordinary resolution.**

Brief Resume of Mr. Pankaj Dawar is as under:

Name	PANKAJ DAWAR
Age	41 Years

Name of the other Companies in which Directorship held	<ol style="list-style-type: none"> 1. Indianhawks Foods Private Limited(Director) 2. Avenue Tradelink Private Limited(Director) 3. Front Row Consultancy Private Limited(Director) 4. Innowitz Traders Private Limited(Director) 5. Unno Industries Limited(Additional Director) 6. Cremica Agro Foods Limited(Additional Director)
Name of the other Companies in which Committee Membership held (as per Clause 49 of the Listing Agreement)	<ol style="list-style-type: none"> 1. Cremica Agro Foods Limited
Shareholding in the Company	Nil

By the order of the Board
For Bazel International Limited

Sd/-
Pankaj Dawar
Director
DIN: 06479649

Date: 27.04.2015
Place: Kolkata

INSTRUCTIONS FOR VOTING:

I. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under:

The notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the Annual General Meeting (AGM):

- a. Log on to the e-voting website: www.evotingindia.com during the voting period.
- b. Click on “Shareholders” tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith “Bazel International Limited” from the drop down menu and click on “SUBMIT”.
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on “SUBMIT” tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach Password Creation’ menu wherein they are required to mandatory enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- j. For Members holding shares in physical form, the details in Attendance Slip can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the relevant EVSN “Bazel International Limited” for which you choose to vote.
- l. On the voting page, you will see “Resolution Description” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- n. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- q. If Demat account holder has forgotten the changed password then enter the User ID and image verification code, click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, H U F, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com. You can also contact the helpdesk on the toll free number: 1800-200-5533.
- III. The e-voting period begins from Monday, 25th May, 2015 at 10.00 a.m. and ends on Wednesday, 27th May, 2015 at 5.00 p.m. During this period, shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 21st May, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.

If a person becomes member of the Company after the cutoff date, then the member may contact the registrar and share transfer agent of the Company for issuance of the Notice and Login id and other e-voting related details.

- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of 21st May, 2015.
- V. Mr. Yogesh Pahuja of M/s Grover Ahuja & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall after the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The Results shall be declared within two days from the date of the Annual General Meeting (AGM) of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting (AGM) of the Company and communicated to the Stock Exchange(s).