

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 POSTAL BALLOT

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, whereby the Company seeks approval of the Members, for the business appended below, to be passed as special resolution by way of Postal Ballot/e-voting:

1) To shift the Registered Office from Kolkata in the state of West Bengal to National Capital Territory of New Delhi and consequential amendment in Clause 2 of the Memorandum of Association. The proposed resolution and statement pursuant to Section 102 of the Companies Act 2013 stating the material facts and the reasons for the proposal are appended below and a Postal Ballot Form is enclosed for your consideration. In compliance with Clause 35B of Listing Agreement and provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Electronic Voting (hereinafter referred as "e-voting") facility as an alternative for the Members holding shares in demat form and physical form which would enable them to cast their votes electronically, instead of dispatching the physical Postal Ballot form through post. The Company has engaged the services of Central Depository Services (India) Ltd,(CDSL) to provide e-voting facility to its members. It may be noted that e-voting is optional. In case a member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot form. In case a member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the scrutinizer.

2. The Board in its meeting held on 27th April, 2015 has appointed Mr. Yogesh Pahuja, M/s. Grover Ahuja & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal ballot including e-voting in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Notice and Form and return the form duly completed in all respects in the enclosed self- addressed pre-paid postage envelope so as to reach the Scrutinizer before the close of business hours 5.00 P.M. on 27th May, 2015. Members may choose to vote using e-voting facility, the details whereof are specified on Company's website i.e., www.bazelinternationallimited.com under the head of voting instructions as well as in notes of this postal ballot notice. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of votes by e-voting and ballot form. The results of the voting by postal ballot will be announced on 28th May, 2015 through Notice Board at the Registered Office of the Company and on the Company's website.

PROPOSED RESOLUTION

ITEM NO. 1: Shifting of the Registered Office from Kolkata in the state of West Bengal to National Capital Territory of New Delhi and consequential amendment in Clause 2 of the Memorandum of Association

To consider and if thought fit, to pass as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of section 12, 13, 110 and other applicable provisions if any, of the Companies Act, 2013 and rules made there under and subject to the confirmation of the Central Government, power vested with the Regional Director and such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force, the consent of the members be and is hereby accorded to shift the Registered Office of the Company from Kolkata in the state of West Bengal to National Capital Territory of New Delhi;

RESOLVED FURTHER THAT subject to the confirmation by the Regional Director, Eastern Region, Kolkata and subject to the approval of shareholders by way of postal ballot, the Memorandum of Association of the Company be altered/ amended by incorporating the words the “National Capital Region of New Delhi” i.e. within the jurisdiction of the Registrar of Companies, NCT of Delhi and Haryana in substitution of and while deleting the words “State of West Bengal” in Clause - (2) thereof and the new clause (2) shall be read as under:

2: “The Registered Office of the Company will be situated in the National Capital Region of New Delhi”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the aforesaid resolution including filing of application under Section 12 and 13 of the Companies Act 2013 before the Regional Director, Eastern Region, Kolkata and/or any other authority and to act for every purpose in connection therewith and/or incidental thereof as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company.”

By the order of the Board
For Bazel International Limited

Date: 27.04.2015

Place: Kolkata

Sd/-

Pankaj Dawar
Director
DIN: 06479649

NOTES:

1. The Special Business as mentioned above requires the consent of the members through Postal Ballot.
2. 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.
3. The ISIN of the Equity Shares of Rs.10/- each is INE217E01014.
4. The Company has appointed Mr. Yogesh Pahuja of M/s Grover Ahuja & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

5. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members as on the close of business hours on April 24th, 2015 and will be considered for the purpose of voting.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members as on April 24th, 2015.
7. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Hindi newspaper, each with wide circulation in Kolkata, where the registered office of the Company is situated, and published on the Company website.
8. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid self addressed Business Reply Envelope.
9. In compliance with clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with related rules, the Company is pleased to provide-voting facility to all its member, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the service of CDSL purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast their votes and is optional.
10. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this Notice.
11. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to bazelinternational@gmail.com. The Registrar and Share Transfer Agent of the Company/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
12. A Member cannot exercise his/her vote by proxy on postal ballot.
13. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self- addressed Business Reply Envelope to the Scrutinizer, so that it reaches Scrutinizer not later than close of working hours (i.e 17:00 Hours (IST)) on **27th May, 2015** (Wednesday). The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expenses of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope.
14. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17:00 Hours (IST) on **27thMay, 2015** (Wednesday) to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.
15. In case of joint- holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
16. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
17. The Scrutinizer will submit her report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of

postal ballot (including e-voting) shall be declared by the chairman or any other Director on **28th May, 2015** (Thursday) at the registered office of the Company and will also be displayed on the website of the Company (www.bazelinternationallimited.com), besides being communicated to the Stock Exchanges on the said date.

- 18.** Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
- 19.** The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
- 20.** All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during the office hours on all working days from the date of dispatch of the notice till **27th May, 2015** (Wednesday).

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 FOR THE BUSINESS TO TRANSACT THROUGH POSTAL BALLOT

Item 1

The Company was incorporated under the provisions of Companies Act, 1956 in the erstwhile state of West Bengal. As per Memorandum of Association, presently the registered office of the Company is situated in the state of West Bengal.

The Company wants to enlarge its business operations by exploring new markets with new and improved means by shifting its registered office. Therefore the Board of Directors of the Company proposed that the registered office of the Company is to be shifted from West Bengal to National Capital Territory of New Delhi.

The Shifting of registered office from West- Bengal to the National Capital Territory of New Delhi will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in the best interest of the Company, its shareholders and all concerned. The proposed shifting will in no way detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of section 12, 13, 110 of Companies Act 2013 read with Rule 20 And Rule 22 of companies (Management and Administration) Rules 2014, shifting of the Registered Office from one state to another and alteration of Clause II of the Memorandum of Association requires approval of members by way of Special Resolution by Postal Ballot and further require approval of Central Government.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

By the order of the Board
For Bazel International Limited

Date: 27.04.2015
Place: Kolkata

Sd/-
Pankaj Dawar
Director
DIN: 06479649