



BAZEL INTERNATIONAL LIMITED

Reg. Office: C-119, First Floor, Lajpat Nagar-II, New Delhi- 110024

CIN: L51109DL1982PLC290287; Phone: 011-69999159

E-mail: bazelinternational@gmail.com; Website: <http://www.bazelinternationallimited.com/>

NOTICE OF 34TH ANNUAL GENERAL MEETING

Notice is hereby given that the 34th (Thirty Forth) Annual General Meeting (“AGM”) of the members of Bazel International Limited (“Company”) will be held on Saturday, 10th September, 2016 at 9:15 A.M at C-119, 1st Floor, Lajpat Nagar-II New Delhi- 110 024 to transact the following businesses as:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the audited financial statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date along with schedules appended thereto and the Reports of the Board of Directors and Auditors thereon; and
 - b. the audited consolidated financial statement of the Company including the Balance Sheet as at 31st March, 2016 and the statement of Profit and Loss for the year ended as on that date.
2. To appoint a Director in place of Mr. Pankaj Dawar, 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 appoint **M/s Krishan Rakesh & Co., Chartered Accountants** (FRN: 009088N) as Statutory Auditors in place of M/s Nischay Khandelwal & Co., Chartered Accountant (FRN : 028082N), who have expressed their unwillingness for re-appointment and to fix the remuneration of the Auditors being appointed by passing, if thought fit, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sub-Section (8) of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, pursuant to the recommendation of the Audit Committee and as appointed by the Board of Directors in their meeting held on 8th August, 2016, the appointment of **M/s Krishan Rakesh & Co., Chartered Accountants** (FRN: 009088N) in place of M/s Nischay Khandelwal & Co. Chartered Accountant (FRN : 028082N) as Statutory Auditors of the Company be and is hereby approved by the members to hold the office of Auditors from the conclusion of this 34th Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, on such remuneration as may be decided by the Board of Directors.”

SPECIAL BUSINESS

4. To appoint Mr. Vikramjit Singh (DIN: 07496085) as an Independent Director in terms of section 149 of the Companies Act, 2013, 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 thereunder (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. Vikramjit Singh (DIN: 07496085), who has submitted the 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 Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years, and shall not be liable to retire by rotation.”

5. Approval for contribution for charitable purpose and other funds pursuant to section 181 of Companies Act, 2013

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 Section 181 and all other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, the Board of Directors of the Company be and are hereby authorized to contribute and/or donate, from time to time, to any bona fide, charitable and other funds, amount(s) not exceeding in aggregate taken together up to a sum of Rs. 10,00,000 (Rupees Ten Lakhs only) during any financial year of the Company”.

**By order of the Board
For Bazel International Limited**

**Sd/-
Priyanka Poonia
(Company Secretary)
Address: C-119, First Floor,
Lajpat Nagar-II, New Delhi-110 024**

Date: 8th August, 2016
Place: New Delhi

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY 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.

2. The instrument appointing the 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. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. A proxy form in FORM MGT-11 is enclosed with this notice.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
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 Monday, 05th September, 2016 to Wednesday, 07th September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
5. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.**
6. The ISIN of the Equity Shares of Rs. 10/- each is INE217E01014.
7. 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.

8. 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:
- 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.
 - 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.

9. Members are requested to notify change in their address, if any, to the Share Transfer Agent and to the Company quoting their Folio Numbers, number of share held etc.
10. Members are requested to register their e-mail addresses for receiving communications including annual reports, notices, and circulars etc. by the Company electronically.
11. Members/proxies are requested to bring their copies of annual reports to the meeting.
12. For security reasons, no article/baggage will be allowed at the venue of the meeting.
13. 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.
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. 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 Annual General Meeting.

17. Details of Scrutinizer:

a) Ms. Saloni Nagpal, Practising Company Secretary 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. 03rd September, 2016.

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 NDSL 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.

18. Route map of the venue of meeting is attached.

**By order of the Board
For Bazel International Limited**

**Sd/-
Priyanka Poonia
(Company Secretary)**

Address: C-119, First Floor,
Lajpat Nagar-II, New Delhi-110 024

Date: 08th August, 2016

Place: New Delhi

ANNEXURE TO THE NOTICE

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

Item No. 4: To appoint Mr. Vikramjit Singh (DIN: 07496085) as an Independent Director in terms of section 149 of the Companies Act, 2013.

In compliance with the provision of Section 149 of the Companies Act, 2013 read with Schedule IV of the Act, appointment of Mr. Vikramjit Singh, as an Independent Director is being placed before the members for their approval. The matter regarding the appointment of Mr. Vikramjit Singh (DIN: 07496085) as an Independent Director was placed before the Nomination and Remuneration Committee which recommends his appointment as Independent Director of the Company.

Mr. Vikramjit Singh (DIN: 07496085) has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

In the opinion of the Board, Mr. Vikramjit Singh meets the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director.

Except Mr. Vikramjit Singh (DIN: 07496085), being an appointee, none of Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution as set out in Item no. 5.

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

Item No. 5: Approval for contribution to charitable institution pursuant to section 181 of Companies Act, 2013

Under Section 181 of the Companies Act 2013, the Board of Directors of the Company is authorized to make contributions to charitable and other funds, provided that prior permission of the Members is obtained for such contributions during a financial year exceeding five percent of its average net profits during the three immediately preceding financial years. The approval of the Members is being sought, pursuant to Section 181 of the Act, for authorizing the Board of Directors of the Company to make contributions to bona fide charitable and other funds, in a financial year, exceeding five percent of the Company's average net profits during the three immediately preceding financial years.

The Board recommends the resolution for approval by the members of the Company.

None of Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution as set out in Item no.6.

BRIEF RESUME OF DIRECTOR BEING APPOINTED / RE-APPOINTED (under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

In terms of Section 152 of the Companies Act, 2013, Mr. Pankaj Dawar (DIN 06479649) who retires by rotation at the Meeting and being eligible, offer himself for reappointment. The Board of Directors of the Company recommends his re-appointment.

Brief resume of Mr. Pankaj Dawar and Mr. Vikramjit Singh, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership / chairmanship of Board Committees, shareholding and relationship between Directors inter-se is provided below:

Mr. Pankaj Dawar

Mr. Pankaj Dawar has been associated with the Company for more than a year. He has held the office of the Director in Bazel International Limited since 19th February, 2015. He has been a part of Company's decision making, quality and regulatory operations and has played an imperative role in formulating the business strategies.

Disclosure of relationships between Directors inter-se

Mr. Pankaj Dawar and Ms. Shweta Dawar are husband and wife.

Companies (other than Bazel International Limited) in which Mr. Pankaj Dawar holds directorship and Committee membership:

Name of the Companies in which Directorships are held:	1. Cremica Agro Foods Limited 2. Agarwal Duplex Board Mills Limited 3. Indianhawks Foods Private Limited 4. Avenue Tradelink Private Limited 5. Innowiz Traders Private Limited 6. Front Row Consultancy Private Limited
Name of the Companies in which Committee Membership is held:	Nil
Name of the Companies in which Shareholding is held:	1. Indianhawks Foods Limited 2. Iris Corporate Solutions Private Limited

Mr. Vikramjit Singh

Brief Resume of Mr. Vikramjit Singh (DIN: 07496085) is as under:

Mr. Vikramjit Singh is 25 years old possessing dynamic personality. He is post graduate in MBA (Finance and International Business) and a member of Institute of Companies Secretary of India (ICSI). He is a person with great vision supported by strong determination and extensive management skills.

Disclosure of relationships between Directors inter-se

There is no relationship with any Director.

Companies (other than Bazel International Limited) in which Mr. Vikramjit Singh holds directorship and Committee membership:

Name of the Companies in which Directorships are held:	Nil
Name of the Companies in which Committee Membership is held:	Nil
Name of the Companies in which Shareholding is held:	Nil

E-Voting Instructions:

Dear Member,

Sub: Voting through electronic means

- I. Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing e-voting facility to all its Members.
- II. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

NOTE: The facility for voting shall be decided by the Company i.e. “remote e-voting” or “Ballot Paper”.
- III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Wednesday, 07th September, 2016 at 09:00 a.m and ends on Friday, 09th September, 2016 at 05:00 p.m. During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 03rd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - I. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i. Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder - Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select “EVEN” of “Bazel International Limited”.
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cssaloinagpal@gmail.com with a copy marked to evoting@nsdl.co.in
- II. 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]:
 - Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
---	------------	--------------

- Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the 'downloads' section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Saturday, 03rd September, 2016
- XIV. The voting and remote e-voting process in a fair and transparent manner.
- XV. The Chairman shall, at the Annual General Meeting at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"

- XVI. The Scrutinizer shall 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing,

- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Saturday, 03rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.

- XI. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
- XII. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.
- XIII. Saloni Nagpal, Practicing Company Secretary has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize who shall countersign the same and declare the result of the voting forthwith.
- XVII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.bazelinternational.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the The Calcutta Stock Exchange Limited and BSE Ltd.