

BAZEL INTERNATIONAL LIMITED

Reg. Office: C-119, 1st Floor, Lajpat Nagar-II, New Delhi- 110024

CIN: L51109DL1982PLC290287; Phone: 011-69999159

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

NOTICE OF 35TH ANNUAL GENERAL MEETING

Notice is hereby given that the 35th Annual General Meeting ("AGM") of the members of Bazel International Limited ("the Company") will be held on Monday, 11th September, 2017 at 9:00 A.M. at C-119, 1st Floor, Lajpat Nagar-II, New Delhi - 110024 to transact the following businesses as:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and the Statutory Auditors thereon.
2. To appoint a Director in place of Mrs. Shweta Dawar, who retires by rotation and, being eligible, offer herself for re-appointment.
3. To Ratify the appointment of M/s Krishan Rakesh & Co., Chartered Accountants (Firm Registration No: 009088N), as Statutory Auditors of the Company to hold office till the conclusion of 39th Annual General Meeting (AGM) subject to ratification at every AGM, to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and Auditors.

**By the order of Board of Directors
For BAZEL INTERNATIONAL LIMITED**

Sd/-

**Kalpana Sharma
(Company Secretary)**

**Address: C-119, 1st Floor,
Lajpat Nagar- II, New Delhi- 110024**

Date: 10th August, 2017

Place: New Delhi

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) 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 AGM. 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. 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 6th September, 2017 till 11th September, 2017 (both days inclusive) for the purpose of AGM.
4. **The business set out in this Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.**
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 Registrar and share transfer agent of the Company.
7. The following statutory registers are open for inspection for 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 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 their address, if any, to the Registrar and 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 AGM.

12. Members holding shares in de-mat 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. Members are requested to bring along their Attendance Slip in the meeting, as enclosed with the Notice.
14. 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.
15. All documents referred to in accompanying Notice 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.
16. Details of Scrutinizer:
 - a) Mr. Divyanshu Sahni, Practicing 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 cast in 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. 5th September, 2017.
 - 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.
17. Route map of the venue of meeting is attached.

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

**Kalpana Sharma
(Company Secretary)
Address: C-119, 1st Floor,
Lajpat Nagar- II, New Delhi- 110024**

**Date: 10th August, 2017
Place: New Delhi**

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTOR BEING 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, Mrs. Shweta Dawar (DIN: 07171996) who retires by rotation at the Meeting and being eligible, offer herself for re-appointment. The Board of Directors of the Company recommends her re-appointment.

Brief resume of Mrs. Shweta Dawar, nature of her 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:

Mrs. Shweta Dawar

Mrs. Shweta Dawar has been associated with the Company for more than 2 years. She has held the office of the Director in Bazel International Limited since 31st March, 2015. She 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

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

Shareholding of Mrs. Shweta Dawar in Bazel International Limited: NIL

Companies (other than Bazel International Limited) in which Mrs. Shweta Dawar 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:	
Name of the Companies in which Shareholding is held:	

E-voting Instructions

Voting through Electronic Means:

1. 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, 2016 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing E-voting facility to all its Members.
2. 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.
3. 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.
4. The remote E-voting period will commence from 8th September, 2017 at 9:00 A.M. till 10th September, 2017 at 5:00 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 i.e. 5th September, 2017 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.
5. The process and manner for remote E-voting are as under:
 - a) 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 info@finlegalforte.com with a copy marked to evoting@nsdl.co.in

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

6. 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.
7. 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.
8. 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).
9. 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 i.e. 5th September, 2017.
10. 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. 5th September,

2017, 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.

- 11.** 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.
- 12.** 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.
- 13.** Mr. Divyanshu Sahni, Practicing Company Secretary has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote E-voting process in a fair and transparent manner.
- 14.** The Chairman shall, at the Annual General Meeting, after the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot 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.
- 15.** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.bazelinternationallimited.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 Calcutta Stock Exchange Limited and BSE Ltd.

Form No. MGT-11

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 : L51109DL1982PLC290287
Name of the company : Bazel International Limited
Registered office : C-119, 1st Floor, Lajpat Nagar-II, New Delhi- 110024

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: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th (Thirty Fifth) Annual General Meeting of the Members of **Bazel International Limited** to be held on Monday, 11th September, 2017 at 9:00 A.M at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Particulars
Ordinary Business	
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31 st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
2.	To appoint a Director in place of Mrs. Shweta Dawar, who retires by rotation and, being eligible, offer herself for re-appointment.
3.	To Ratify the Appointment of M/s Krishan Rakesh & Co., Statutory Auditors of the Company.

Affix
Revenue
Stamp

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

Signature of shareholder.....

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.

ATTENDANCE SLIP

Regd. Folio /DP ID & Client ID
Name, Address of the Shareholders & No. of Shares held

1. I/We hereby record my presence at the 35th Annual General Meeting on Monday, 11th September, 2017 at 9:00 A.M at C-119, 1st Floor, Lajpat Nagar-II, New Delhi-110 024.

2. Signature of the Shareholder/Proxy Present

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3. Shareholder/Proxy wishing to attend the meeting must bring the Attendance slip to the meeting and handover the same at the entrance duly signed.

4. Shareholder/Proxy wishing to attend the meeting may bring his/her copy of Notice for reference at the entrance.

Note: PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL.

----- **TEAR HERE** -----

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	PASSWORD	USER ID	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of e-voting	8 th September, 2017 @ 9:00 A.M
End of e-voting	10 th September 2017 @ 5:00 P.M

Notes:

1. The cut-off date for the purpose of E-voting is Tuesday, 5th September, 2017.
2. Where bank account number is not registered with the Depository or Company please enter your User ID as mentioned in column two (2) above.
3. Please read the instructions printed in the notice dated 10th August, 2017, of the Annual General Meeting.

Route Map for AGM of Bazel International Limited to be held on Monday, 11th September, 2017 at 9:00 A.M.

