



**GROVER AHUJA & ASSOCIATES**  
Company Secretaries

Form No. MGT-13  
Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To  
The Chairman  
Bazel International Limited  
138 Beliaghata Road, Kolkata,  
Narkeldanga, West Bengal-700015

**Subject: Scrutinizer's Report on Resolutions passed through Postal Ballot & E-voting Process**

Pursuant to the resolution passed by the Board of Directors of M/s Bazel International Limited on 27<sup>th</sup> April, 2015, I, Yogesh Pahuja, Practicing Company Secretary from M/s Grover Ahuja & Associates, have been appointed as a Scrutinizer to receive and scrutinize the postal ballot process including e-voting in respect of the Special Resolutions as circulated in the Postal Ballot Notice dated 27<sup>th</sup> April, 2015 and the same has been uploaded on the CDSL e-voting website [www.evotingindia.com](http://www.evotingindia.com).

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) the Listing Agreements entered with the Stock Exchanges, relating to postal ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice dated April 27, 2015, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. till 5 p.m. on May 27, 2015.

I report that, the Postal ballot Notice dated 27<sup>th</sup> April, 2015, under Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and were dispatched to the shareholders by courier aggregating to 514 in number along with self-addressed prepaid Business Reply Envelope on or before 27<sup>th</sup> April, 2015.

I further report that, as stated in the Notice sent to the shareholders, the Company has fixed 27<sup>th</sup> May, 2015 (Wednesday) as the last date for receipt of Postal Ballots and for E-voting.

As stated in Sub Rule 3 of Rule 22 of the Companies (Management and Administration) Rules, 2014, advertisements were published by the Company one in English language newspaper i.e. "Business Standard" and other in Vernacular language (Bengali) newspaper i.e. "Dainik Lipi", on 28<sup>th</sup> April, 2015, informing about the completion of dispatch of the Postal Ballot Notices by courier to all the shareholders, whose names were appearing in the Register of Members and Record of the depositories on the cutoff/ record date of 24<sup>th</sup> April, 2015.

I report that I have received the Postal Ballot forms from the shareholders during the period

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starting from **28<sup>th</sup> April, 2015** (Tuesday) till **27<sup>th</sup> May, 2015** (Wednesday).

All the Postal Ballot forms together with all votes casted by E-voting through CDSL received up to 27<sup>th</sup> May, 2015 (Wednesday), being the last date fixed by the Company for receipt of the ballot forms/e-voting, were considered for my scrutiny.

On scrutiny, I report that, out of 514 shareholders, 5 shareholders have exercised their vote through e-voting and 12 shareholders have exercised their vote through Postal Ballot Forms, as received. The details of polling results for the item placed for consideration by the members are given below:

#### Item No.1

**Special Resolution** pursuant to the provisions of Section 12, 13 110 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 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.

Total Number of shareholders	514		
Total Number of Shares	485000		
Receipt of Postal Ballot Forms and e-voting	From <b>28<sup>th</sup> April, 2015</b> till <b>27<sup>th</sup> May, 2015</b>		
		Number of Votes	Number of shares
Total Votes casted through E-voting	A	5	275200
Total Votes casted through Postal Ballot Forms Received	B	12	9400
Grand Total of E-voting/ Postal Ballot Forms Received (A+B)	C	17	284300
Less: Invalid E-voting/ Postal Ballot Forms *(On account of signature mismatch, for / against option not indicated)	D	0	0
Net E-voting/ Postal Ballot Forms *(C-D)	E	17	284300

**Percentage of votes casted in favour: 100%**

**Percentage of votes casted against: 0.00%**

#### NOTE:

Votes casted in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

#### Results:

As the number of votes casted in favour of resolution is more than three times the number of votes casted against, I report that the Special Resolution as contained in Item No.1 of the Notice



Bazel International Limited

dated 27<sup>th</sup> April, 2015 is passed with requisite majority. The resolution is deemed to be passed as on the date of announcement of the results.

At the end of the voting period, I have unblocked the votes (Physical & Electronic) in the presence of two witnesses not in the employment of the Company, namely:

**Witness 1: Ms. Surbhi Sharda**



**Witness 2: Ms. Nikhil Goyal**



I further report that Rule No. 22 of the Companies (Management and Administration) Rules, 2014, has been duly complied with. I further report that as per the said rule, the records maintained by me, including the data as obtained from CDSL (the System Provider for the e-Voting facility), Postal Ballots, which contains all the particulars of the shareholders such as name, folio number/ DP ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in safe custody which will be handed over to the Chairman of the Company when he approves and signs the minutes of the Meeting.

I further report that as per the Postal Ballot Notice dated 27<sup>th</sup> April, 2015 and the Board Resolution dated 27<sup>th</sup> April, 2015, the Chairman or any other person as authorized may declare and confirm the above results of voting in respect of the resolutions referred herein by 28.05.2015. The result of the Postal Ballot together with the Scrutinizer's Report would be displayed on the Company's website [www.bazelinternationallimited.com](http://www.bazelinternationallimited.com) and shall also be communicated to the Stock Exchanges.

I thank you for the opportunity given to act as the Scrutinizer for the above Postal Ballot.

Thanking You.  
Yours faithfully,

**For Grover Ahuja and Associates  
Company Secretaries**



**Yogesh Pahuja  
COP No. 12026  
Membership No. 25524**

**Date: 28<sup>th</sup> May, 2015  
Place: Kolkata**