

# BAZEL INTERNATIONAL LIMITED

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

E-mail: [bazelinternational@gmail.com](mailto:bazelinternational@gmail.com) CIN: L51109WB1982PLC035605

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of M/s BAZEL INTERNATIONAL LIMITED will be held on Tuesday, 30<sup>th</sup> September, 2014 at 11.00 A.M. at 138, Beliaghata Road, Kolkata, Narkeldanga, West Bengal-700015 to transact the following businesses:

### ORDINARY BUSINESS

#### Item No. 1 ADOPTION OF ACCOUNTS

To receive, consider and adopt the Audited Balance Sheet as at March 31<sup>st</sup>, 2014 and Profit & Loss Account for the year ended on that date together with the report of Directors' and Auditors' thereon.

#### Item No. 2 APPOINTMENT OF AUDITOR

To appoint M/s Nishchay Khandelwal & Co., Chartered Accountant, New Delhi as Statutory Auditor in place APT Associates (retiring auditor) and to fix their remuneration and for that purpose pass with or without modification the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013, Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the recommendation of the Audit committee of the Company under section 177(4)(i) of the Act, M/s Nishchay Khandelwal & Co., Chartered Accountants, New Delhi, be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the sixth Annual General Meeting, considering this Annual General Meeting as 01<sup>st</sup> Annual General Meeting of the Company, subject to the ratification by the Members at every AGM held after this AGM and on such remuneration as may be decided by the Board of Directors with mutual consent of the appointee Auditors."

#### Item No. 3 RE-APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION

To re-appoint, Kamal Khandelwal, as Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESSES

#### Item No. 4: APPOINTMENT OF MR. HARKESH KUMAR ALLAGH AS THE MANAGING 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 196, 197, 203 and any other applicable provisions 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 V

to the Companies Act, 2013, the consent of the members be and is hereby accorded to appoint Mr. Harkesh Kumar Allagh (DIN: 01230544) as Managing Director of the Company for a term of 5 (five) years commencing from 30<sup>th</sup> September, 2014, whose office shall not be liable to retire by rotation, upon such terms and conditions (without remuneration) as set out in the explanatory statement annexed to this Notice."

**Item No. 5: APPOINTMENT Of MR. MAKHAN SINGH KAINTH 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 provision of Section 149, 152 read with Schedule IV and all other applicable provision of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modifications or re-enactment thereof for the time being in force, Mr. Makhan Singh Kainth (DIN: 00215325), be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation at the AGM, to hold office for a term of 5 (Five) consecutive years up to the conclusion of the Annual General Meeting of the Company which shall be held for the financial year 2018-19."

**Item No. 6: APPROVAL Of BORROWING LIMITS Of The COMPANY:**

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

"RESOLVED THAT in suppression to all the resolution passed earlier by the Company with respect to the borrowing powers of the Board of Directors, consent of the members be and is hereby accorded under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification or re-enactment thereof, to the Board of Directors of the Company, to borrow any sum or sums of money, from time to time for the purpose of the Company, upon such terms and conditions and with/without security, as the Board of Directors may, in its absolute discretion, think fit and proper, notwithstanding the fact that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves, (that is to say, reserves not set apart for any specific purpose), provided that the total amount of such borrowings shall not exceed, at any time, a sum of Rs. 20,00,00,000/- (Rupees Twenty Crores only) over and above the paid up capital and free reserves of the Company and the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby further authorized to create mortgages and/or charges on such properties of the Company as it may think fit and for that purpose to execute such documents, papers, deeds and writings containing such conditions and covenants as the Board may think fit and to take all such steps as may be necessary or desirable to give effect to this Resolution."

**Item No. 7: APPROVAL FOR CREATION OF CHARGE/ MORTGAGE ON THE ASSETS OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and all other applicable provisions if any of the Companies Act, 2013 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter “the Board”) for mortgaging/ charging all or any of the immovable and movable properties of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) to secure the loans/ borrowings obtained or as may be obtained, which may exceed the paid-up capital and free reserves in the ordinary course of business but not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crores only) over and above the paid up share capital and free reserves of the Company, at any point of time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board or any of its duly constituted committee be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the charge/mortgage aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

By the Order of the Board  
For Bazel International Limited



Date: 06<sup>th</sup> September, 2014  
Place: West Bengal

HKA  
Harkesh Kumar Anagi  
Director

DIN: 01230544

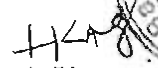
Address: 138, Beliaghata Road, Kolkata,  
Narkeldanga, West Bengal-700015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ENCLOSED WITH THIS NOTICE. THE PROXY FORM DULY STAMPED AND EXECUTED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 138, BELIAGHATA ROAD, KOLKATA, NARKELDANGA, WEST BENGAL-700015, AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 26<sup>th</sup> September, 2014 to 30<sup>th</sup> September, 2014 (both days inclusive).
3. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
4. 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.
5. Members/ Proxy holders are requested to produce at the entrance, the attached admission slip for admission into the meeting hall. Duplicate admission slips will not be provided at the hall.
6. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.

Date: 06<sup>th</sup> September, 2014  
Place: West Bengal

By the Order of the Board,  
For Bazel International Limited

  
Harkesh Kumar Allagh  
(Director)

DIN: 01230544

Address: 138, Beliaghata Road, Kolkata,  
Narkeldanga, West Bengal-700015



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

### ITEM NO. 02

M/s. APT Associates., Chartered Accountants, New Delhi have submitted their unwillingness to continue as a Statutory Auditor of the Company. Company has decided to appoint M/s Nishchay Khandelwal & Co., Chartered Accountants as a Statutory Auditor of the Company in place APT Associates to hold office from the conclusion of this Annual General Meeting until the conclusion of the sixth Annual General Meeting, considering this Annual General Meeting as 01<sup>st</sup> Annual General Meeting of the Company, subject to the ratification by the Members at every AGM held after this AGM as required in Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors and Key Managerial Persons, except Mr. Harkesh Kumar Allagh, is, in any way, concerned or interested in the proposed resolution.

### ITEM NO.04

Keeping in view the management's outlook towards increasing the scale of operations of the Company and with the enactment of the Companies Act, 2013, it has become mandatory for the Company to appoint a Managing Director who shall hold the position of a Key Managerial Personnel in the Company pursuant to the provisions of Section 203. Also, it becomes necessary for the Company to have a whole time executive on its Board who will look after the overall functioning of the Company, will be assuming full accountability to the Board for all the operations and shall also be responsible for formulating and successfully implementing the policies of the Company.

On recommendation of the Remuneration Committee of the Company, the Company has decided to appoint Mr. Harkesh Kumar Allagh as the Managing Director of the Company.

The Board of Directors of the Company believes that his managerial abilities and analytical skills will help the Company in directing its strategies towards its profitable growth and operation and will help the Company walk along the path of success and achieve its vision and mission.

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

None of the Directors and Key Managerial Persons, except Mr. Harkesh Kumar Allagh, is, in any way, concerned or interested in the proposed resolution.

#### Terms & Conditions of Appointment and Remuneration:

The terms & conditions of Appointment of Mr. Harkesh Kumar Allagh are as under:

1. He shall hold his office for a term of five years from the date of appointment. However, the Board (powers vested in Remuneration Committee) as well as the proposed Managing Director would be at free will to terminate the office before the said period upon giving reasonable explanations to the effect. The Nomination & Remuneration Committee shall be obligated to conduct a thorough enquiry and give the proposed MD a reasonable opportunity of being heard prior to termination of his office.

2. He shall not be liable to retire by rotation.
3. He shall not draw any remuneration from the Company in the capacity of Managing Director.
4. The Managing Director will perform his duties as such with regard to all work of the Company and he will manage & attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be given.
5. The Managing Director shall abide by the provisions contained in section 166 of the Act with regard to duties of directors.
6. The Managing Director shall adhere to the Company's Code of Business Conduct & ethics for Directors and Management Personnel.

#### **ITEM NO. 05**

##### **Appointment of Mr. Makhan Singh Kainth as an Independent Director:**

Mr. Makhan Singh Kainth has been appointed as the Independent Directors of the Company whose period of office was liable to retire by rotation at the Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. However as per the current provisions of the Companies Act, 2013 Rules made there under, the Independent Directors are not liable to retire by rotation and required to be appointed by shareholders. Therefore, it is proposed to appoint Mr. Makhan Singh Kainth as an Independent Director of the Company for the term of five consecutive years up to the conclusion of Annual General Meeting which shall be held for the financial year 2018-19.

Mr. Makhan Singh Kainth is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to act as Director.

In the opinion of the Board, the Director proposed to be appointed as the Independent Director fulfills the conditions specified under the Companies Act, 2013 & the Rules made there under.

**The particulars of the persons proposed to be appointed as an Independent Director, are as under:**

Mr. Makhan Singh Kainth is 65 years old. He is having vast experience in Financial Sector and also holding directorship in M/s Varun Housecon Private Limited.

The Board considers that his vast experience and continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. Accordingly, the Board recommends the Resolution for approval of the members as an **Ordinary Resolution**.

**None of the Directors Key Managerial Persons, except Mr. Makhan Singh Kainth, is concerned or interested in any manner in the proposed resolution.**

#### **ITEM NO. 6**

##### **Approval of Borrowing Limits of the Company:**

In order to meet the working capital requirements post open offer and change in control and management of the Company and in suppression to all the resolutions passed earlier by the Company with respect to the borrowing powers of the Board of Directors, it is proposed to enhance the borrowing limits pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to the tune of Rs. 20 Crores.

Section 180(1)(c) of the Companies Act, 2013, effective from 12th September, 2013, requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

Approval of members is being sought to borrow money up to the limit of Rs. 20 Crores (Rupees **Twenty Crores**) in excess of the aggregate of the paid up share capital and free reserves of the Company. The resolution is accordingly recommended for approval by the members of the Company as a Special Resolution under the Act.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives is concerned or interested in any manner in the proposed resolution.

#### ITEM NO. 07

#### Approval for Creation of Charge/ Mortgage on the Assets of the Company:

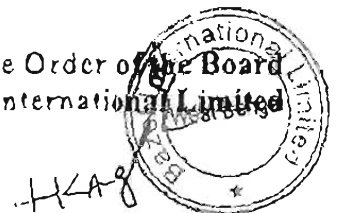
In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the consent of the members by a special Resolution is necessary to lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. Since mortgaging by the Company of its movable or immovable properties in favour of various Financial Institutions/ Banks etc. for availing terms loan/other secured borrowings is regarded as disposal of the Company's properties /undertakings, it is necessary for the members to pass the Resolution under Section 180(1)(a) of the Companies Act, 2013 by way of Special Resolution.

Accordingly, it is necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security up to limit specified in the resolution passed under Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors recommends the above resolution for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives is concerned or interested in any manner in the proposed resolution.

By the Order of the Board  
For Bazel International Limited



Date: 06<sup>th</sup> September, 2014  
Place: West Bengal

Harkesh Kumar Allagh  
(Director)  
DIN: 01230544  
Address: 138, Beliaghata Road, Kolkata,  
Narkeldanga, West Bengal-700015

# BAZEL INTERNATIONAL LIMITED

Regd. Office: 138, Beliaghata Road, Kolkata, Narkeldanga, West Bengal-700015  
E-mail: [bazelinternational@gmail.com](mailto:bazelinternational@gmail.com) CIN: L51109WB1982PLC035605

## DIRECTORS' REPORT

To,  
The Shareholders,  
BAZEL INTERNATIONAL LTD.

Your Board of Directors take immense pleasure in presenting the Annual Report on the business and operations of the Company, together with the Audited Statement of Accounts for the financial year ended 31<sup>st</sup> March, 2014.

### BUSINESS REVIEW

The Financial year 2013-14 concluded with a Net Profit of Rs. 60244/- for the Company as compared to Net Loss Rs. 47236/- by the Company in the previous Financial Year 2012-13, the current financial yielded into profits, which could be duly attributable to the collective efforts of the management and the employees of the organization. The Company was aggressive in its quest for new contracts, executed on its full services strategy and maintained pricing disciplines. The Company focuses on its business to broaden its customer base and to set a benchmark in the competitive market.

### FINANCIAL REVIEW

The Company's financial results for the financial year ended on the 31<sup>st</sup> March, 2014 are as under:

Particulars	For The Year Ended	
	31 <sup>st</sup> March 2014 (Rs.)	31 <sup>st</sup> March 2013 (Rs.)
Revenue from Operations	0.00	0.00
Add: Other Income	1,84,000.00	0.00
Total Revenue (I)	1,84,000.00	0.00
Total Expenses (II)	1,23,756.00	47,236.00
Profit Before Tax & Extraordinary Item	60,244.00	-47,236.00
Less: (a) Extraordinary Item	0.00	0.00
(b) Tax Expenses (Current Tax)	0.00	0.00
Profit/(Loss) from the period from continuing operations	60,244.00	-47,236.00

### DIVIDEND

The management believes that the profits earned during the financial year must be retained and redeployed for the operations of the Company. As the Company needs further funds to enhance its business operations, to upgrade the efficiency and to meet out the deficiencies in



working capital, the Directors do not recommend any dividend on Equity Shares for the financial year 2013-14.

**DISCLOSURES UNDER SECTION 217(1)(d) OF THE COMPANIES ACT, 1956**  
**PUBLIC DEPOSIT**

The Company has not invited/accepted any public deposits under Section 58A & 58AA of the Companies Act, 1956 during the year ended on 31<sup>st</sup> March, 2014.

**STATUTORY AUDITOR**

The Board recommends the appointment of M/s Nishchay Khandelwal & Co., Chartered Accountants, as the new Statutory Auditors of the Company in place of M/s APT Associates to hold the office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Third Annual General Meeting (AGM), considering this AGM as 1<sup>st</sup> AGM of the Company, subject to the ratification by the Members at every AGM held after this AGM.

The Company has received a confirmation from the proposed Auditors to the effect that their appointment if made would be within the limits prescribed under Section 141(3) of the Companies Act, 2013.

**AUDITORS' OBSERVATION**

The Report of Auditor has been annexed with this report; Auditors' observations are self explanatory, which do not call for any further clarification.

**DIRECTORS**

Following table shows the present composition of the Board:

S. No.	Name of the Director	DIN	Designation	Date of Appointment
1.	MAKHAN SINGH KAINTH	00215325	Director	01/01/2009
2.	HARKESH KUMAR ALLAGH	01230544	Director	25/03/2009
3.	KAMAL KHANDELWAL	01536638	Director	01/01/2009

**COMPLIANCE CERTIFICATE UNDER SECTION 383A**

As per the requirement of Section 383A of the Companies Act, 1956 and Companies (Compliance Certificate) Rules 2001, the Company has obtained a certificate from Practicing Company Secretary, confirming that the Company has complied with all the provision of Companies Act, 1956. The clauses referred to in compliance certificate are self-explanatory and, therefore do not call for any further comments.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under sub-section (2AA) of Section 217 of the Companies Act 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i. In preparation of Annual Accounts, the applicable accounting standards to the extent applicable, has been followed.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31<sup>st</sup> March 2014 and of the profit of the company for the year ended on that date.
- iii. The Directors has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities and
- iv. The Directors have prepared the annual accounts of Company on a 'going concern' basis.

## **PARTICULARS OF EMPLOYEES**

None of the Employees of the Company was in receipt of remuneration, which was more than the limits as prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and hence no particulars are required to be disclosed in this Report.

## **INFORMATION REQUIRED UNDER SECTION 217(1) (E) OF THE COMPANIES ACT, 1956**

### **i) Conservation of Energy**

As the Company is a Non Banking Financial Company (NBFC), therefore no extra-ordinary consumption of energy

### **ii) Technology Absorption**

The Company is not involved in any activity related to technology absorption, during the period under the review.

### **iii) Foreign Exchange Earnings & Outgo**

There were no foreign exchange earnings as well as outgo of the Company during the year under report.

<b>Particulars</b>	<b>Year Ended March 31, 2014</b>	<b>Year Ended March 31, 2013</b>
Earnings in Foreign Currency	Nil	Nil

Expenditure in Foreign Currency	Nil	Nil
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### **ACKNOWLEDGMENT**

Your Directors would like to express their grateful appreciation for assistance and Co-operation received from the financial institutions, Government Authorities, Customers, Vendors and Members during the year under review. Your Directors, also wish to place on record their deep sense of appreciation for the committed services of executives, staff and workers of Company.

**By the Order of the Board  
For Bazel International Ltd.**



**HARKESH KUMAR ALLAGH  
(Director)**

**DIN: 01230544**

**Address: 161, DIN Appartments, Plot no 7  
7<sup>th</sup> Floor, Sector-4, Dwarka  
New delhi-1100750**

**Place: West Bengal**

**Dated: 06/09/2014**



**Kamal Khandelwal  
(Director)**

**DIN:01536638**

**Address: Flat no. B 7/5008  
Vasant Kunj  
New Delhi 110070**

**APT ASSOCIATES**  
CHARTERED ACCOUNTANTS

OFFICE : 3386225, 3386582  
3386736  
FAX : 91 - 11 - 3389814

B-36, SAGAR APARTMENTS,  
6, TILAK MARG  
NEW DELHI - 110 001.

Ref. No. :- 903/A

Date :- 31/05/14

**INDEPENDENT AUDIT REPORT**

To,  
The Members Of  
BAZEL INTERNATIONAL LIMITED

**Report on The Financial Statements**

We have audited the accompanying financial statements of BAZEL INTERNATIONAL LIMITED, which comprise the Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 8/2014 dated 4<sup>th</sup> April 2014 of the Ministry of corporate Affairs. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit and Loss Account, of the PROFIT for the year ended on that date; and

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - (a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of these books.
  - (c) the Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the Balance Sheet and the Statement of Profit and Loss comply with Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 read with the General Circular 8/2014 dated 4<sup>th</sup> April 2014 of the Ministry of corporate Affairs
  - (e) On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

For APT ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 015248N)

  
ALOKE PERIWALI  
PARTNER  
(Membership No. 087207)

ANNEXURE TO THE AUDIT REPORT

(Referred to in Para 5(a) of our report of even date)

Referred To In Paragraph 3 Of Our Report Of Even Date.

- 1).
  - a). The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
  - b). All the Fixed Assets have been physically verified by the management during the year. There is a regular programme of verification which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - c). During the year, the Company has not disposed off any major part of assets so the going concern status of the Company has not been affected.
- 2). The inventory does not have any stock of inventory at the end of financial year so clause (a), (b) and (c) of Para 2 of the order are not applicable.
- 3).
  - a). The Company has not taken any loan, secured or unsecured to from Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly clauses (b) to (d) of para 3 of CARO 2003 are not applicable to the Company.
  - e). The Company has not granted any unsecured loans to parties, company, firms and other party covered in the register maintained under section 301 of the companies Act, 1956. Accordingly clauses (f) and (g) of para 3 of Caro, 2003 are not applicable to the Company.
- 4). In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
- 5).
  - a). According to the information and explanations given to us, we are of the opinion that there are no transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956.
  - b). In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rupees Five Lakhs in respect of any party during the year which have been made at prices which are not reasonable having regard to prevailing market prices at the relevant time.
- 6). In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public. Hence the directives issued by the Reserve Bank of India and the provisions of Section 58A and 58AA or any other relevant provisions of the Act and the rules framed thereunder are not applicable.

- 7). In our opinion, the company has an internal audit system commensurate with size and nature of its business.
- 8). To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for the products of the Company.
- 9).
  - a). The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
  - b). According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, custom duty, excise duty and cess were in arrears, as at 31-03-2014 for a period of more than six months from the date they became payable.
  - c). According to the information and explanation given to us, there are no dues of sale tax, income tax, customs duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any dispute.
- 10). In our opinion, the accumulated losses does not exceed 50 % of the net worth of the company. The Company has not incurred cash losses during the financial year.
- 11). Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions and banks.
- 12). According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13). In our opinion, the Company is not a chit fund or a nidhi mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.
- 14). The Company is dealing in shares, securities, debentures and other investments by way of investment therein. Accordingly, the provision of clause 4 (xiv) of Companies (Auditors Report) Order, 2003 are applicable to the company. The company has made investments with a view to hold such investments and earn income from dividend or interest thereon. The company is maintaining separate records of the transactions and contracts and making timely entries therein. The company holds the shares and other securities in its own name.

APT ASSOCIATES  
CHARTERED ACCOUNTANTS

CONTINUATION SHEET NO. ....

- 15). According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- 16). The Company did not have any term loans outstanding during the year.
- 17). According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the no funds raised on short-term basis have been used for long-term investment.
- 18). As per information and explanations given to us, the Company has not made any preferential allotment of shares to parties or Companies covered in the register maintained under section 301 of the Companies act, 1956.
- 19). The Company did not have any outstanding debentures during the year.
- 20). The Company has not raised any money through public issues during the year.
- 21). According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For APT ASSOCIATES  
Firm Registration No. 015248N  
Chartered Accountants

  
(ALOKE PERIWAL)  
PARTNER  
Membership No. 87207, FCA



# BAZEL INTERNATIONAL LTD.

BALANCE SHEET AS AT 31-03-2014

(Amount In Rs.)

PARTICULARS	NOTE NO.	FIG. FOR CURRENT YEAR		FIG. FOR PREVIOUS YEAR	
		AMOUNT	TOTAL	AMOUNT	TOTAL
<b>EQUITY AND LIABILITIES</b>					
<u>Shareholder's Funds</u>					
a) Share Capital	1	4,850,000		4,850,000	
b) Reserves And Surplus	2	133,320,635	138,170,635	133,260,302	138,110,302
<b>2) Current Liabilities</b>					
a) Trade Payables		110,014		149,074	
b) Other Current Liabilities	3	66,798		55,562	
c) Short-term Provisions	4	2,532,632	2,709,444	2,532,632	2,737,268
<b>TOTAL</b>			<b>140,880,079</b>		<b>140,847,660</b>
<b>ASSETS</b>					
<u>1) Non-Current Assets</u>					
<u>a) Fixed Assets</u>					
i) Tangible Assets	5			209	
b) Non-Current Investments	6	110,763,894		110,763,894	
c) Long-Term Loans And Advances	7	8,581,226	119,345,120	8,581,226	119,345,329
<b>2) Current Assets</b>					
a) Cash And Bank Balance	8	464,959		191,581	
b) Trade Receivable		90,000			
c) Short-Term Loans And Advances	9	20,980,000	21,534,959	21,307,650	21,802,431
<b>TOTAL</b>			<b>140,880,079</b>		<b>140,847,660</b>

signed as per our report of even date  
addressed to the member of the company

**For APT ASSOCIATES**  
Chartered Accountants  
(Firm Registration No. 015248N1)

  
**(ALOKE PERIWAL)**  
PARTNER  
(Membership No. 087207)

  
**(KAMAL KHANDELWAL)**  
DIRECTOR  
(DIN:- 01536638)

  
**(MAKHAN SINGH KAINTHI)**  
DIRECTOR  
(DIN:- 00215325)

New Delhi  
31/05/14

**BAZEL INTERNATIONAL LTD.**

**STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31-03-2014**

*(Amount In Rs.)*

PARTICULARS	NOTE NO.	FIG. FOR CURRENT YEAR		FIG. FOR PREVIOUS YEAR	
		AMOUNT	TOTAL	AMOUNT	TOTAL
<b>REVENUE</b>					
Other Income	10		184,000		-
<b>Total Revenue</b>			184,000		-
<b>EXPENSES</b>					
Depreciation And Amortization Expense	5		-		-
Other Expenses	11		123,756		47,236
<b>Total Expenses</b>			123,756		47,236
Profit / (Loss) Before Tax			60,244		(47,236)
<b>Tax Expense</b>					
a) Current Tax			-		-
b) Deferred Tax			-		-
Profit / (Loss) From The Year			60,244		(47,236)
Income Tax Adjustment For Earlier Periods			-		-
Profit / (Loss) After Tax			60,244		(47,236)
<b>Basic Earning Per Equity Share</b>			0.12		(0.10)

Signed as per our report of even date addressed to the member of the company

For APT ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 015248N)

  
(ALOKE PERIWAL)  
PARTNER  
(Membership No. 087207)

  
(KAMAL KHANDELWAL)  
DIRECTOR  
(DIN:- 01536638)

  
(MAKHAN SINGH KAINTH)  
DIRECTOR  
(DIN:- 00215325)

Place : New Delhi  
Date : 31/03/14

**BAZEL INTERNATIONAL LTD.**

**STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31-03-2014**


*(Amount In Rs.)*

PARTICULARS	NOTE NO.	FIG. FOR CURRENT YEAR		FIG. FOR PREVIOUS YEAR	
		AMOUNT	TOTAL	AMOUNT	TOTAL
<b>REVENUE</b>					
Other Income	10		184,000		
<b>Total Revenue</b>			184,000		
<b>EXPENSES</b>					
Depreciation And Amortization Expense	5				
Other Expenses	11		123,756		47,236
<b>Total Expenses</b>			123,756		47,236
Profit / (Loss) Before Tax			60,244		(47,236)
<b>Tax Expense</b>					
(i) Current Tax					
(ii) Deferred Tax					
Profit / (Loss) From The Year			60,244		(47,236)
Income Tax Adjustment For Earlier Periods					
Profit / (Loss) After Tax			60,244		(47,236)
<b>Basic Earning Per Equity Share</b>			0.12		(0.10)

Signed as per our report of even date addressed to the member of the company

For APT ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 015248N)

  
(ALOKE PERIVAL)  
PARTNER  
(Membership No. 087207)

  
(KAMAL KHANDELWAL)  
DIRECTOR  
(DIN:- 01536638)

  
(MAKHAN SINGH KAINTHI)  
DIRECTOR  
(DIN:- 00215325)

Place : New Delhi  
Date : 31/03/14

## BAZEL INTERNATIONAL LTD.

Notes To The Balance Sheet & Statement Of Profit And Loss For The Year Ended 31st March, 2014

a) **Share Capital** (Amount In Rs.)

Particulars	AS AT 31ST MARCH, 2014		AS AT 31ST MARCH, 2013	
	NUMBER	AMOUNT	NUMBER	AMOUNT
<b>Authorized</b>				
Equity Shares of Rs.10/- each	1,000,000	10,000,000	1,000,000	10,000,000
<b>Subscribed &amp; Paid Up</b>				
Equity Shares of Rs. 10/- each fully paid.	485,000	4,850,000	485,000	4,850,000
<b>TOTAL</b> .....Rs.	<b>485,000</b>	<b>4,850,000</b>	<b>485,000</b>	<b>4,850,000</b>

b) **Reconciliation Of Number Of Shares Outstanding** (Amount In Rs.)

Particulars	AS AT 31ST MARCH, 2014		AS AT 31ST MARCH, 2013	
	NUMBER	AMOUNT	NUMBER	AMOUNT
Shares Outstanding At The Beginning Of The Year	485,000	4,850,000	485,000	4,850,000
Shares Issued During The Year	-	-	-	-
Shares Bought Back During The Year	-	-	-	-
<b>Shares Outstanding At The End Of The Year</b>	<b>485,000</b>	<b>4,850,000</b>	<b>485,000</b>	<b>4,850,000</b>

c) **Shareholders Holding More Than 5% Of The Shares In The Company**

Name Of Shareholder	AS AT 31ST MARCH, 2014		AS AT 31ST MARCH, 2013	
	NO. OF SHARES	% OF HOLDING	NO. OF SHARES	% OF HOLDING
Apoorva Leasing Finance & Investment Co. Ltd.	137,500	28.35%	137,500	28.35%
Reliable Finance Corporation Pvt. Ltd.	137,500	28.35%	137,500	28.35%

**Reserve & Surplus** (Amount In Rs.)

Particulars	AS AT 31ST MARCH, 2014		AS AT 31ST MARCH, 2013	
	AMOUNT	TOTAL	AMOUNT	TOTAL
a) <b>Securities Premium Account</b>				
Balance at beginning and at end of the year	107,250,000	-	107,250,000	-
Add - Credited on Share issue	-	107,250,000	-	107,250,000
b) <b>Surplus (Profit and Loss Account)</b>				
Opening balance	26,010,392	-	26,057,628	-
Add - Net Profit / (Net Loss) for the year	60,244	26,070,635	(47,236)	26,010,392
<b>TOTAL</b> .....Rs.		<b>133,320,635</b>		<b>133,260,392</b>

**Other Current Liabilities** (Amount In Rs.)

Particulars	AS AT 31ST MARCH, 2014		AS AT 31ST MARCH, 2013	
	AMOUNT	TOTAL	AMOUNT	TOTAL
Expenses Payable		66,798		55,562
<b>TOTAL</b> .....Rs.		<b>66,798</b>		<b>55,562</b>

**Short-Term Provisions** (Amount In Rs.)

Particulars	AS AT 31ST MARCH, 2014		AS AT 31ST MARCH, 2013	
	AMOUNT	TOTAL	AMOUNT	TOTAL
Provision For Taxation		2,532,632		2,532,632
<b>TOTAL</b> .....Rs.		<b>2,532,632</b>		<b>2,532,632</b>

## Non Current Investments

(Amount In Rs.)

Particulars	AS AT 31ST MARCH, 2014		AS AT 31ST MARCH, 2013	
	AMOUNT	TOTAL	AMOUNT	TOTAL
<b>Other Investments</b>				
<b>a) Investment In Equity Instruments</b>				
<b>Unquoted Equity Shares of</b>				
ii. Auto Trenz Impex P. Ltd. (25000 Shares held) (PY 25000)	500,000		500,000	
iii. Uniloyal Real Estate Ltd. (65 Shares held) (PY 65)	654		654	
iv. Delhi Automobile Ltd. (560000 Shares held) (PY 560000)	16,800,000		16,800,000	
v. Lakhota Financial Services (25000 Shares held) (PY 25000)	250,000		250,000	
vi. Lakhota Money And Share Broker (25000 Shares held) (PY 25000)	250,000		250,000	
vii. Nath Laminations Pvt. Ltd. (75000 Shares held) (PY 75000)	37,500,000		37,500,000	
viii. Shree Vijay Dyeing & Printing Mills Pvt. Ltd. (110000 Shares held) (PY 110000)	55,000,000		55,000,000	
<b>Quoted Equity Shares of</b>				
i. Indian Organic Chemical Ltd. (1500 Shares held) (PY 1500)	66,590		66,590	
ii. Loyal Textile Ind. Ltd. (2800 Shares held) (PY 2800)	24,150		24,150	
iii. Steel Tubes Ind. Ltd. (600 Shares held) (PY 600)	12,000		12,000	
iv. Tisco Ltd. (1950 Shares held) (PY 1950)	133,500		133,500	
v. Trident Projects Ltd. (21700 Shares held) (PY 21700)	217,000		217,000	
vi. Varun Shipping Co. Ltd. (250 Shares held) (PY 250)	5,000	110,758,894	5,000	110,758,894
<b>b) Investments In Debentures Or Bonds</b>				
Futura Polyesters Ltd. (100 Shares held) (PY 100)		5,000		5,000
<b>TOTAL</b> .....Rs.		<b>110,763,894</b>		<b>110,763,894</b>

## Long Term Loans and Advances

(Amount In Rs.)

Particulars	AS AT 31ST MARCH, 2014		AS AT 31ST MARCH, 2013	
	AMOUNT	TOTAL	AMOUNT	TOTAL
<b>a) Security Deposits</b>				
Other Deposits	4,900		4,900	
Deposit of Car	60,000	64,900	60,000	64,900
<b>b) Other Loans And Advances</b>				
i. Advance Recoverable In Cash & Kind To Others		4,950,000		4,950,000
ii. Advance Tax & Tds Recoverable		3,566,326		3,566,326
<b>TOTAL</b> .....Rs.		<b>8,581,226</b>		<b>8,581,226</b>

## Cash And Bank Balances

(Amount In Rs.)

Particulars	AS AT 31ST MARCH, 2014		AS AT 31ST MARCH, 2013	
	AMOUNT	TOTAL	AMOUNT	TOTAL
<b>Cash And Cash Equivalents</b>				
Balances With Schedule Banks	414,673		193,895	
Cash In Hand	50,786	464,959	786	194,681
<b>TOTAL</b> .....Rs.		<b>464,959</b>		<b>194,681</b>

## Short Term Loans And Advances

(Amount In Rs.)

Particulars	AS AT 31ST MARCH, 2014		AS AT 31ST MARCH, 2013	
	AMOUNT	TOTAL	AMOUNT	TOTAL
<b>Advances Recoverable In Cash &amp; Kind</b>				
To Others		20,980,000		21,307,650
<b>TOTAL</b> .....Rs.		<b>20,980,000</b>		<b>21,307,650</b>

10)

**Other Income**

(Amount in Rs.)

Particulars	AS AT 31ST MARCH, 2014		AS AT 31ST MARCH, 2013	
	AMOUNT	TOTAL	AMOUNT	TOTAL
Dividend Income		14,000		
Interest Income		80,000		
Commitment Charges		90,000		
<b>TOTAL.....Rs.</b>		<b>184,000</b>		

11)

**Other Expenses**

(Amount in Rs.)

Particulars	AS AT 31ST MARCH, 2014		AS AT 31ST MARCH, 2013	
	AMOUNT	TOTAL	AMOUNT	TOTAL
<b>a) Administrative Expenses</b>				
Demat Service Charges	10,000		10,000	
Filing Fees	500		6,000	
Legal & Professional Charges	31,030		10,000	
Bank Charges	224			
Fixed Asset Written Off	209			
Travelling Expenses	60,557			
Folio Maintenance Charges	10,000	112,520	10,000	36,000
<b>b) Payment To Auditor As</b>				
Audit Fees		11,236		11,236
<b>TOTAL.....Rs.</b>		<b>123,756</b>		<b>47,236</b>

12)

**Additional notes to the Financial Statements**

a) Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

**b) Earnings per share**

Particulars		2014	2013
Earnings per share has been computed as under:			
i. Profit for the year	Rs.	60,244	(47,236)
ii. Weighted average number of shares		485,000	485,000
iii. Earnings per share on the profit for the year (Basic)	Rs.	0.12	(0.10)

13)

**Related Party Disclosures**

There are no transactions carried out between the company and its related parties during the year.

14)

**Significant Accounting Policies**

a) The Financial statements are prepared on historical cost convention and conform to the statutory provisions and practices prevalent in the line of business activities.

b) The Company employs mercantile system of accounting and this system has been consistently followed as compared to the previous years.

c) Eventually, the accounts presented herein are combined accounts for all practical intents and purposes.

**d) Fixed Assets**

Fixed Assets are valued at cost including the relevant incidentals incurred at the time of acquisition of the relevant assets.

**e) Depreciation**

Depreciation on Fixed Assets is provided on written down value method in respect of all fixed assets as per rates specified in Income Tax Act. Depreciation charged to Profit & Loss Accounts as per details separately prepared and enclosed in the accounts.

**f) Investments**

Investments are stated at the respective cost of acquisition with individual details provided by way of a separate schedule annexed to the accounts. Investments are valued at traditional method of cost and market value whichever is lower.

**g) Dividend**

The directors have not recommended the payment of dividend, hence no provision is made.

**h) Taxation**

Provision for Income Tax is made wherever required, however the final adjustment is made in the year of finalization of relevant assessment.

**BAZEL INTERNATIONAL LTD.**  
FINANCIAL YEAR 2013-2014

**NOTE 5. FIXED ASSETS**

PARTICULARS	RATE OF DEP.	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		AS ON 01-04-2013	ADDITIONS DUR. THE YEAR	DISPOSALS DURING THE YEAR	TOTAL AS ON 31-03-2014	AS ON 01-04-2013	ADDITIONS DUR. THE YEAR	DISPOSALS DURING THE YEAR	TOTAL AS ON 31-03-2014	AS ON 31-03-2014
Furniture & Fixture	10%	4,600.00	0.00	4,600.00	0.00	4,391.00	0.00	4,391.00	0.00	0.00
Fig. Of Current Year		4,600.00	0.00	4,600.00	0.00	4,391.00	0.00	4,391.00	0.00	0.00
Fig. Of Previous Year		4,600.00	0.00	0.00	4,600.00	4,391.00	0.00	4,391.00	4,391.00	209.00

- h) **Contingent Liabilities**  
Contingent Liabilities not specifically provided separately are stated in the Notes on Accounts, if so reported by the Management.
- i) **Provision for Retirement Benefits**  
Retirement benefits have been decided by the management to be treated on cash basis in the year of payment.
- k) **Dividend Income**  
Dividend Income is accounted for on receipt.
- l) **Interest On Loan**  
Interest on loan on regular and good accounts are treated on accrual basis and in respect of doubtful accounts, cash basis is adopted as the policy of accounting.
- m) **Contingent Liabilities**  
Any Tax or duty which may be demanded by the Government Authority under the provision of any Act.
- n) Licensed and installed capacity provisions are not applicable as explained and certified by the management.
- o) **Deferred Tax**  
Deferred Tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be

The break-up of the major components of the deferred tax assets and liabilities as at the balance sheet date have been arrived at after setting off deferred tax assets and liabilities where the company has a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing

In compliance with AS 22 - Taxes on Income, the company has Deferred Tax Asset but Asset not been recognized due to no virtual certainty of their realization.

Signed as per our report of even date  
addressed to the member of the company

For APT ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 015248N)

  
(TALOKE PERIWAL)  
PARTNER  
(Membership No. 087207)

  
(KAMAL KHANDELWAL)  
DIRECTOR  
(DIN - 01536638)

  
(MAKHAN SINGH KAINTH)  
DIRECTOR  
(DIN - 00715325)

Place : New Delhi  
Date : 31/05/14