

# MEENU G. & ASSOCIATES

(Company Secretaries)

Corporate Office: 9089/2, Multani Dhanda, Pahar Ganj, New Delhi-110055

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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]

NAME OF THE COMPANY	<b>Bazel International Limited</b>
CIN	<b>L65923DL1982PLC290287</b>
MEETING	<b>Extra Ordinary General Meeting</b>
DATE AND TIME	<b>Thursday, 20<sup>th</sup> June, 2024 at 02:00 P.M.</b>
VENUE	<b>II-B/20, First Floor Lajpat Nagar, New Delhi, 110024</b>

To,  
The Chairman of,  
**BAZEL INTERNATIONAL LIMITED**

Dear Sir,

I, **Meenu Gupta**, Designated Partner of **M/s Meenu G. & Associates Company Secretaries** was appointed as the Scrutinizer vide resolution dated 22<sup>nd</sup> May, 2024 for scrutinizing the remote e-voting process between 17<sup>th</sup> June, 2024, commenced from 9:00 A.M. to 19<sup>th</sup> June, 2024 till 5:00 P.M. and to act as the scrutinizer for the voting (Poll) carried out as per the provisions of Section 108 of the Companies Act 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 at the Extra-Ordinary General Meeting (EGM) of the Members of **Bazel International Ltd** held on Thursday, 20<sup>th</sup> June, 2024 at 02:00 P.M at II-B20,First Floor, Lajpat Nagar, New Delhi-110024 where following items were transacted:

Resolution No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Increase in the authorized share capital and alteration of capital clause of Memorandum of Association of the company
2.	Special Resolution	Issue of Equity Shares Pursuant to the Conversion of Loan on Preferential Basis
3.	Special Resolution	Approval for Grant of Loan to BIL Employee Stock Option Trust
4.	Special Resolution	Allotment Of Equity Shares Pursuant To Employee Stock Option Plan "ESOP 2022/ Plan" Executed Via Trust Route
5.	Special Resolution	Issuance of Warrants Convertible into Equity Shares of the Company to the Public on Preferential Basis
6.	Ordinary Resolution	To Regularize Mrs. Sriparna Upadhyay (DIN:10602638) as a Non-Executive Director of the Company

## **I submit the report as under: -**

The Company held the EGM on Thursday, 20<sup>th</sup> June, 2024 at II-B20, First Floor, Lajpat Nagar, New Delhi-110024 in accordance with the provisions of Companies Act, 2013.

The Company had appointed National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting facility.

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 MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR") and (iv) Secretarial Standard-2 issued by ICSI relating to e-voting on the resolutions contained in the Notice calling the AGM of the Company.

The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as a Scrutinizer for e-voting process (i.e. remote e-voting) and Ballot process is restricted to making a Scrutinizer's report for the votes cast by the members "in favour" or "against" the resolutions contained in the Notice calling the EGM of the Company, based on the reports generated from the e-voting platform of NSDL, the authorized agency engaged by the Company to provide such facility and scrutiny.

The said appointment as Scrutinizer is as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (the Rules). As the Scrutinizer, I have to scrutinize:

### **1) Remote E-Voting:**

- a) Agency:** The Company had appointed National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting platform.
- b) Remote e-voting:** Remote e-voting platform was open from 9:00 A.M, Monday, 17<sup>th</sup> June, 2024 to 05:00 P.M. on Wednesday, 19<sup>th</sup> June, 2024 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the e-voting platform provided by NSDL.

Remote E-Voting facility was offered to only those members, whose name is appeared in the register of members as on the cut-off date (i.e. 12<sup>th</sup> June, 2024).

### **2) Voting at the EGM:**

- a)** As prescribed under Rule 20 (4) (Xiii) of the Companies (Management and Administration) Amendment Rules, 2016, for the purpose of ensuring that members who have already cast their votes through remote e-voting do not cast vote again at the general meeting, the scrutinizer shall have access after the closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, DP Id/ Client Id, number of shares held but not the manner in which they have voted.
- b)** Accordingly, NSDL, the remote e-voting Agency provided us with the names, DP Id/Client Id and shareholding of the members who had cast their votes through remote e-voting.

- c) Considering the aforesaid, the company issued ballot papers to the members who attended the meeting.

**Voting at the EGM Process:-**

The shareholders who had voted through remote e-voting facility provided by NSDL had been blocked and only those members who were present at the EGM and who had not voted during remote e-voting period were allowed to cast their votes through Physical ballot/Poll facility provided at the AGM.

- a) On completion of voting at the meeting, Company provided me with the list of members who had cast their votes, their holding details and details of vote cast on each of the resolutions.
- b) I unblocked the remote e-voting results on the NSDL e-voting platform in the presence of 1) Ms. Kriti and 2) Mr. Aman (who are not in the employment of the Company) and downloaded the e-voting results.

*Kriti Rajoria*

**Signature:**

*Aman*

**Signature:**

Thereafter, the details containing inter alia, list of Equity share Holders, who voted "for", or "against" each of the resolutions that were put to vote, were downloaded from the e-voting website of National Securities Depository limited (<https://www.evoting.nsd.com>) and based on such reports generated, I have prepared my report.

I herewith submit the combined report on the results of remote e-voting and physical voting done on the date of EGM:

**ORDINARY BUSINESS**

**Resolution No. 1**

**INCREASE IN THE AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

<b>Voted in favour of the resolution:</b>		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>47</b>	<b>541589</b>	<b>99.99%</b>

<b>Voted against the resolution</b>		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>2</b>	<b>35</b>	<b>0.01%</b>

<b>Invalid Votes</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
<b>0</b>	<b>0</b>

**SPECIAL BUSINESS**

**Resolution No. 2**

**ISSUE OF EQUITY SHARES PURSUANT TO THE CONVERSION OF LOAN ON PREFERENTIAL BASIS**

<b>Voted in favour of the resolution:</b>		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>47</b>	<b>541589</b>	<b>99.99%</b>
<b>Voted against the resolution</b>		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>2</b>	<b>35</b>	<b>0.01%</b>

<b>Invalid Votes</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
<b>0</b>	<b>0</b>

**SPECIAL BUSINESS**

**Resolution No. 3**

**APPROVAL FOR GRANT OF LOAN TO BIL EMPLOYEE STOCK OPTION TRUST**

<b>Voted in favour of the resolution:</b>		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>47</b>	<b>541589</b>	<b>99.99%</b>
<b>Voted against the resolution</b>		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>2</b>	<b>35</b>	<b>0.01%</b>

<b>Invalid Votes</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
<b>0</b>	<b>0</b>

**SPECIAL BUSINESS**

**Resolution No. 4**

**ALLOTMENT OF EQUITY SHARES PURSUANT TO EMPLOYEE STOCK OPTION PLAN "ESOP 2022/ PLAN" EXECUTED VIA TRUST ROUTE**

<b>Voted in favour of the resolution:</b>		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>47</b>	<b>541589</b>	<b>99.99%</b>
<b>Voted against the resolution</b>		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>2</b>	<b>35</b>	<b>0.01%</b>

<b>Invalid Votes</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
<b>0</b>	<b>0</b>

**SPECIAL BUSINESS**

**Resolution No. 5**

**ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY TO THE PUBLIC ON PREFERENTIAL BASIS**

<b>Voted in favour of the resolution:</b>		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>47</b>	<b>541589</b>	<b>99.99%</b>
<b>Voted against the resolution</b>		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
<b>2</b>	<b>35</b>	<b>0.01%</b>

<b>Invalid Votes</b>	
Total number of members whose votes were declared invalid	Total number of votes cast by them
<b>0</b>	<b>0</b>

## ORDINARY BUSINESS

### Resolution No. 6

**TO REGULARIZE MRS. SRPARNA UPADHYAY (DIN: 10602638) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

<b>Voted in favour of the resolution:</b>		
<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
<b>47</b>	<b>541589</b>	<b>99.99%</b>
<b>Voted against the resolution</b>		
<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
<b>2</b>	<b>35</b>	<b>0.01%</b>
<b>Invalid Votes</b>		
<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>	
<b>0</b>	<b>0</b>	

**All the aforesaid resolutions were passed with the requisite majority.**

I further report;

1. That 38 members and Nil Proxy were present at the EGM held at the registered office of the Company as per the venue attendance report.
2. Votes were cast through Poll during the EGM.
3. That the combined results of the e-voting are annexed as **Annexure** with this report.
4. That the Chairman or any other person as authorized may declare and confirm the above results of remote e-voting as well as physical voting held at the EGM. The results of the remote e-voting and physical voting at the EGM shall be communicated to the stock exchange by the Company where its shares are listed.
5. That Rule no. 20 and 21 of the Companies (Management and Administration) Rules, 2014, have been duly complied with. The relevant records relating to e-Voting will be handed over to the Chairman for safe keeping after the Chairman approves and signs the minutes of the meeting.

I pay my sincere thanks to the management of the Company for giving me the opportunity to act the scrutinizer for the purpose of remote e-voting and physical voting at the EGM.

Thanking you,

Yours faithfully,

**For Meenu G. & Associates  
Company Secretaries**

**Meenu Gupta  
Partner  
Membership No. 52702  
COP No. 26274  
UDIN: A052702F000599369**

**Place: New Delhi  
Date: 21.06.2024**

**Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Combined Results of the Votes casted through remote e-Voting and Physical voting**

Sr. No	Particulars	Details
1.	Name of the company	<b>BAZEL INTERNATIONAL LTD</b>
2.	CIN	<b>L65923DL1982PLC290287</b>
3.	Date & Day of Annual General Meeting	<b>20<sup>th</sup> June, 2024 Thursday</b>
4.	Total No. of Shareholders on Record date/Book Closure Date	<b>558</b>
5.	No. of shareholders present in Meeting either in person or through proxy: - Promoters and Promoters Group - Public	<b>0 38</b>

**ITEM No. 1: INCREASE IN THE AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Resolution Required:		ORDINARY						
Whether Promoter/ promoter group are interested in resolution:		No						
	Mode of Voting	No. of shares held  (1)	No. of votes Polled  (2)	% of votes polled on outstanding shares  (3) = [(2)/(1) * 100]	No. of Votes in favor  (4)	No. of votes against  (5)	% of Votes in favor on votes polled  (6) = [(4)/(2) * 100]	% of Votes against on votes polled  (7) = [(5)/(2) * 100]
Promoter & promoter Group	Remote e-voting	9000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
Public – Institutional	Remote e-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
Public – Non Institutions	Remote-voting	19,41,500	5,41,573	27.89%	5,41,538	35	99.99%	0.006%
	Poll		51	0.003%	51	0	100%	0
	<b>Total</b>		<b>541624</b>	<b>27.90%</b>	<b>5,41,589</b>	<b>35</b>	<b>99.99%</b>	<b>0.006%</b>
<b>Grand Total</b>		<b>19,50,500</b>	<b>541624</b>	<b>27.90%</b>	<b>5,41,589</b>	<b>35</b>	<b>99.99%</b>	<b>0.006%</b>



\*The aforesaid Ordinary resolution was passed with the requisite majority.

**ITEM NO. 2: ISSUE OF EQUITY SHARES PURSUANT TO THE CONVERSION OF LOAN ON PREFERENTIAL BASIS**

Resolution Required:			SPECIAL					
Whether Promoter/ promoter group are interested in resolution:			No					
	Mode of Voting	No. of shares held	No. of votes Polled	% of votes polled on outstanding shares	No. of Votes in favor	No. of votes against	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1) * 100]	(4)	(5)	(6)= [(4)/(2) * 100]	(7)= [(5)/(2) * 100]
Promoter & promoter Group	Remote e-voting	9000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>	9000	0	0	0	0	0	0
Public - Institutional	Remote e-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
Public - Non Institutions	Remote-voting	19,41,50	5,41,573	27.89 %	5,41,538	35	99.99%	0.006%
	Poll	0	51	0.003 %	51	0	100%	0
	<b>Total</b>		<b>541624</b>	<b>27.90 %</b>	<b>5,41,589</b>	<b>35</b>	99.99%	0.006%
<b>Grand Total</b>		<b>19,50,500</b>	<b>541624</b>	<b>27.90 %</b>	<b>5,41,589</b>	<b>35</b>	99.99%	0.006%

\*The aforesaid Special resolution was passed with the requisite majority.

**ITEM NO. 03: APPROVAL FOR GRANT OF LOAN TO BIL EMPLOYEE STOCK OPTION TRUST**

Resolution Required:			SPECIAL					
Whether Promoter/ promoter group are interested in resolution:			No					
	Mode of Voting	No. of shares held	No. of votes Polled	% of votes polled on outstanding shares	No. of Votes in favor	No. of votes against	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1) * 100]	(4)	(5)	(6) = [(4)/(2) * 100]	(7) = [(5)/(2) * 100]
Promoter & promoter Group	Remote e-voting	9000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>	9000	0	0	0	0	0	0
Public - Institutional	Remote e-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
Public - Non Institutions	Remote-voting	19,41,50	5,41,573	27.89 %	5,41,538	35	99.99%	0.006%
	Poll	0	51	0.003 %	51	0	100%	0
	<b>Total</b>		<b>541624</b>	<b>27.90 %</b>	<b>5,41,589</b>	<b>35</b>	99.99%	0.006%
<b>Grand Total</b>		<b>19,50,500</b>	<b>541624</b>	<b>27.90 %</b>	<b>5,41,589</b>	<b>35</b>	99.99%	0.006%

\*The aforesaid Special resolution was passed with the requisite majority.

**ITEM NO. 4: ALLOTMENT OF EQUITY SHARES PURSUANT TO EMPLOYEE STOCK OPTION PLAN "ESOP 2022/ PLAN" EXECUTED VIA TRUST ROUTE**

Resolution Required:			SPECIAL					
Whether Promoter/ promoter group are interested in resolution:			No					
	Mode of Voting	No. of shares held  (1)	No. of votes Polled  (2)	% of votes polled on outstanding shares  (3) = [(2)/(1) * 100]	No. of Votes in favor  (4)	No. of votes against  (5)	% of Votes in favor on votes polled  (6) = [(4)/(2) * 100]	% of Votes against on votes polled  (7) = [(5)/(2) * 100]
Promoter & promoter Group	Remote e-voting	9000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>	9000	0	0	0	0	0	0
Public - Institutional	Remote e-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
Public - Non Institutions	Remote-voting	19,41,500	5,41,573	27.89 %	5,41,538	35	99.99%	0.006%
	Poll	0	51	0.003 %	51	0	100%	0
	<b>Total</b>		<b>541624</b>	<b>27.90 %</b>	<b>5,41,589</b>	<b>35</b>	99.99%	0.006%
<b>Grand Total</b>		<b>19,50,500</b>	<b>541624</b>	<b>27.90 %</b>	<b>5,41,589</b>	<b>35</b>	99.99%	0.006%

\*The aforesaid Special resolution was passed with the requisite majority.

**ITEM NO. 05 ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY TO THE PUBLIC ON PREFERENTIAL BASIS:**

Resolution Required:			SPECIAL					
Whether Promoter/ promoter group are interested in resolution:			No					
	Mode of Voting	No. of shares held  (1)	No. of votes Polled  (2)	% of votes polled on outstanding shares  (3) = [(2)/(1) * 100]	No. of Votes in favor  (4)	No. of votes against  (5)	% of Votes in favor on votes polled  (6)= [(4)/(2) * 100]	% of Votes against on votes polled  (7)= [(5)/(2) * 100]
Promoter & promoter Group	Remote e-voting	9000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		9000	0	0	0	0	0
Public – Institutional	Remote e-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
Public – Non Institutions	Remote-voting	19,41,50	5,41,573	27.89 %	5,41,538	35	99.99%	0.006%
	Poll	0	51	0.003 %	51	0	100%	0
	<b>Total</b>		<b>541624</b>	<b>27.90 %</b>	<b>5,41,589</b>	<b>35</b>	99.99%	0.006%
<b>Grand Total</b>		<b>19,50,500</b>	<b>541624</b>	<b>27.90 %</b>	<b>5,41,589</b>	<b>35</b>	99.99%	0.006%

\*The aforesaid Special resolution was passed with the requisite majority.

**ITEM NO. 06 TO REGULARIZE MRS. SRIPARNA UPADHYAY (DIN:10602638) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

Resolution Required:			ORDINARY					
Whether Promoter/ promoter group are interested in resolution:			No					
	Mode of Voting	No. of shares held	No. of votes Polled	% of votes polled on outstanding shares	No. of Votes in favor	No. of votes against	% of Votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1) * 100]	(4)	(5)	(6)= [(4)/(2) * 100]	(7)= [(5)/(2) * 100]
Promoter & promoter Group	Remote e-voting	9000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		9000	0	0	0	0	0
Public – Institutional	Remote e-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
Public – Non Institutions	Remote-voting	19,41,500	5,41,573	27.89 %	5,41,538	35	99.99%	0.006%
	Poll		51	0.003 %	51	0	100%	0
	<b>Total</b>		541624	27.90 %	5,41,589	35	99.99%	0.006%
<b>Grand Total</b>		<b>19,50,500</b>	<b>541624</b>	<b>27.90 %</b>	<b>5,41,589</b>	<b>35</b>	<b>99.99%</b>	<b>0.006%</b>

\*The aforesaid Ordinary resolution was passed with the requisite majority.

**For Meenu G. & Associates  
Company Secretaries**

**Meenu Gupta  
(Partner)  
Membership No. 52702  
COP No. 26274  
UDIN: A052702F000599369**

**Place: New Delhi  
Date: 21.06.2024**