



# BAZEL INTERNATIONAL LIMITED

Regd. Off.: D-50E, Second Floor, Chattarpur Enclave, New Delhi-110 074, Ph. No.: 011-69999159  
E-mail: [bazelinternational@gmail.com](mailto:bazelinternational@gmail.com) Website: [www.bazelinternationaltd.com](http://www.bazelinternationaltd.com) CIN: L65923DL1982PLC290287

3<sup>rd</sup> September, 2019

To,  
The Listing Department,  
BSE Limited,  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street, Mumbai – 400 001**  
**(Scrip Code: 539946)**

To  
The Executive Director  
The Calcutta Stock Exchange Limited  
**7, Lyons Range, Kolkata– 700 001**  
**(Scrip Code: 12149)**

**Subject:** Submission of Annual Report for the Financial Year 2018-19 including Notice Convening the 37<sup>th</sup> Annual General Meeting of Bazel International Limited

Madam / Dear Sir,

As required under Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report for the Financial Year 2018-19, including the Notice convening the 37<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Monday, the 30<sup>th</sup> day of September, 2019 at 4:00 P.M. at D-251, Ground Floor, Conference Hall, Defence Colony, New Delhi-110024.

You are requested to take the information on your records.

**For Bazel International Limited**

**Sd/-**

**Chandni Arora**

**(Company Secretary & Compliance Officer)**

**Membership No.: A47215**

**Address: 9953/1, Gali No. 5, Sarai Rohilla, New Rohtak Road,  
Karol Bagh, New Delhi-110005**



**(A BSE LISTED NBFC)**

**BAZEL INTERNATIONAL LTD.**

**CIN: L65923DL1982PLC290287**

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## **BAZEL INTERNATIONAL LIMITED**

### **CORPORATE INFORMATION**

**CIN:** L65923DL1982PLC290287

### **BOARD OF DIRECTORS**

**WEBSITE:** [www.bazelinternational.com](http://www.bazelinternational.com)

Mr. Pankaj Dawar  
(Managing Director)  
Ms. Shweta Dawar,  
Mr. Makhan Singh Kainth,  
Mr. Vikramjit Singh,  
Ms. Pooja Chugh

**EMAIL ID:** [bazelinternational@gmail.com](mailto:bazelinternational@gmail.com)

### **REGISTRAR OF COMPANIES**

**State of Delhi and Haryana,**  
4th Floor, IFCI Tower, 61, Nehru Place,  
New Delhi – 110019

### **CHIEF FINANCIAL OFFICER**

Mr. Manish Kumar Gupta

### **REGISTERED OFFICE**

D-50E, 2<sup>nd</sup> Floor, Chattarpur Enclave,  
New Delhi- 110074

### **COMPANY SECRETARY & COMPLIANCE OFFICER**

Mr. Gagan Deep Gupta  
(Resigned w.e.f. 19<sup>th</sup> July, 2019)  
Ms. Chandni Arora  
(Appointed w.e.f 5<sup>th</sup> August, 2019)

### **REGISTRAR AND SHARE TRANSFER AGENT**

Skyline Financial Services Private Limited

### **BOARD COMMITTEES**

### **STATUTORY AUDITOR**

M/s Krishna Rakesh & Co.,  
Chartered Accountant

#### **1. AUDIT COMMITTEE**

Mr. Makhan Singh Kainth (Chairman)  
Mr. Vikramjit Singh (Member)  
Mrs. Shweta Dawar (Member)

### **SECRETARIAL AUDITOR**

Mohit Singhal & Associates  
Practising Company Secretaries

#### **2. NOMINATION AND REMUNERATION COMMITTEE**

Mr. Makhan Singh Kainth (Chairman)  
Mr. Vikramjit Singh (Member)  
Mrs. Shweta Dawar (Member)

### **BANKERS**

Kotak Mahindra Bank Limited  
Canara Bank  
ICICI Bank Limited (Bank Account Closed)

#### **3. STAKEHOLDER RELATIONSHIP COMMITTEE**

Mr. Pankaj Dawar (Chairman)  
Ms. Pooja Chugh (Member)  
Mrs. Shweta Dawar (Member)

#### **4. RISK MANAGEMENT COMMITTEE**

Mr. Pankaj Dawar (Chairman)  
Ms. Pooja Chugh (Member)  
Mrs. Shweta Dawar (Member)



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Website: [www.bazelinternationaltd.com](http://www.bazelinternationaltd.com)

## **NOTICE OF 37TH ANNUAL GENERAL MEETING**

Notice is hereby given that the 37th Annual General Meeting ("AGM") of the members of Bazel International Limited ("the Company") will be held on Monday, the 30th day of September, 2019 at 4:00 P.M. at D-251, Ground Floor, Conference Hall, Defence Colony, New Delhi-110024 to transact the following businesses as:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet for the financial year ended 31<sup>st</sup> March, 2019, together with the Profit and Loss Account, Cash Flow Statement for the financial year ended on that date along with schedules appended thereto and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pankaj Dawar (DIN: 06479649), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

3. **RE-APPOINTMENT OF MR. MAKHAN SINGH KAINTH (DIN: 00215325) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Makhan Singh Kainth (DIN: 00215325), who was appointed as an Independent Director of the Company for a term of five years up to 29<sup>th</sup> September, 2019, by the members at the 32nd Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from September 30, 2019 up to September 29, 2024, not liable to retire by rotation."

**4. APPROVAL FOR CONTRIBUTION TO CHARITABLE INSTITUTION PURSUANT TO SECTION 181 OF THE COMPANIES ACT, 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 181 of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors for making a contribution to a charitable institution up to a sum of Rs. 1,00,00,000/- (Rupees One Crore Only) in such installments as may be thought fit by the Board in its own discretion.”

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

**Sd/-  
Pankaj Dawar  
(Managing Director)  
DIN: 06479649  
Address: 98-B, Pocket-I, Platinum Enclave  
Sector-18, Rohini, Sector-15,  
New Delhi 110089**

**Date: 31st August, 2019  
Place: New Delhi**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

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. 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.

PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE. An incomplete proxy form or proxy form received beyond time limit is liable to be rejected. A proxy form is enclosed.

- 2. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Annual Report. No extra attendance slip and/or Annual Report will be provided at the venue of the Annual General Meeting. Also, Route map to the venue of the meeting is enclosed.**
- 3. Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.**
- 4. Proxies shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting.**
- 5. 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 23<sup>rd</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive) for the purpose of Annual General Meeting.**
- 6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company M/s. Skyline Financial Services Private Limited, (R&T Agent).**
- 7. The Company is providing facility of REMOTE E-VOTING and the business may be transacted through such voting. Details instructions are provided in the notice itself.**

- 8.** The facility for voting through Ballot paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.
- 9.** The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 10.** The ISIN of the Equity Shares of Rs.10/- each is INE217E01014.
- 11.** Electronic copy of the Notice of Annual General Meeting and Annual Report 2018-19 is being sent to all the members whose email-IDs are registered with the Company/Depositories for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of Annual General Meeting and Annual Report 2018-19 is being sent in the permitted mode.
- 12.** All the material documents, Resolutions, Memorandum and Articles of Association of the Company etc. are open for inspection to the members during the office hour of all working day till the conclusion of the Annual General Meeting at the registered office of the Company.
- 13.** Members are requested to notify the change in address, if any, to the Company quoting their Folio Numbers, Name and number of share held by them etc.
- 14.** Members are requested to register their e-mail addresses with the Company or depository for receiving communications including Annual Reports, Notices and Circulars etc. by the Company electronically.
- 15.** For security reasons, no article/baggage will be allowed at the venue of the meeting.
- 16.** 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.
- 17.** All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection by members 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 AGM.
- 18.** The persons who have acquired shares and become members of the Company after the dispatch of notice and holding shares as on the cut-off date i.e. 20<sup>th</sup> September, 2019, then the member may obtain Login ID and other e-Voting related details from the Company.



19. Only bona fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
20. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment /re-appointment at the AGM, is provided in their respective explanatory statement. The Directors being eligible, offers themselves for re-appointment as required under the Companies Act, 2013 and the Rules made there under is also provided in the annexure to the Notice.

## **ANNEXURE TO THE NOTICE**

### **I. DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATION**

#### **Item No. 2**

#### **RE-APPOINTMENT OF MR. PANKAJ DAWAR (DIN: 06479649) AS A DIRECTOR OF THE COMPANY**

In terms of Section 152(6) of the Companies Act, 2013, Mr. Pankaj Dawar, Director shall retire by rotation at this Annual General Meeting (AGM) and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.

Mr. Pankaj Dawar was appointed as a Non-Executive Director w.e.f. 28<sup>th</sup> May, 2015.

#### **Information about the Appointee Directors:**

##### **Mr. Pankaj Dawar**

##### **Brief Profile:**

Mr. Pankaj Dawar, being equipped with immense management skills, knows how to harmonize the team with the company's goals. Having a rich experience in financial and marketing sector, with best intentions, he shares a vision to put out fires instead of working to unite the people as a Team.

##### **Nature of his expertise in specific functional areas:**

He is an imperative person of the management of the Company. His management expertise and rich experience is continuously helping the business to develop and is further facilitating in the proposed expansion of financing business. He has been a part of Company's decision making, quality and regulatory operations and has played an imperative role in formulating the business strategies.

##### **Disclosure of relationship between Directors inter-se:**

Mr. Pankaj Dawar and Mrs. Shweta Dawar (Director) are Husband and Wife, being a 'relative' as per Section 2(76) of the Companies Act, 2013; except her he has no other relationship with any of the Directors on Board.

Name	Mr. Pankaj Dawar
Age	45 years
Name of the Listed Companies in which Directorship held	<ul style="list-style-type: none"> <li>➤ Cremica Agro Foods Limited</li> <li>➤ Servotech Power Systems Limited</li> <li>➤ Unno Industries Limited</li> </ul>
Name of the Listed Companies in which Committee Membership held	Nil
Shareholding in the Company	Nil

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

### **ITEM NO. 3:**

#### **RE-APPOINTMENT OF MR. MAKHAN SINGH KAINTH (DIN: 00215325) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS.**

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 32nd Annual General Meeting held on September 30, 2014 approved the appointment of Mr. Makhan Singh Kainth as an Independent Director of the Company for a period of 5 years up to September 29, 2019.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders. The Company has received intimation in Form DIR-8 from Mr. Makhan Singh Kainth, aged 70 years that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Makhan Singh Kainth as an Independent Director of the Company and also their approval for his re-appointment after attaining the age of 70 years in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Makhan Singh Kainth, aged 70 years fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is Independent of the Management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Makhan Singh Kainth, the Board of Directors at its meeting held on August 31, 2019 approved the continuance of office of Mr. Makhan Singh Kainth (who has attained the age of 70 years) as mentioned in the resolution.

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

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Makhan Singh Kainth, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in **the resolution as set out in Item No. 3.**

The Board of Directors therefore, recommends the resolution for Re-appointment of **Mr. Makhan Singh Kainth** as an Independent Director of the Company for approval of the members by passing Special resolution.

### **Information about the Appointee Directors:**

#### **1. Mr. Makhan Singh Kainth**

##### **Brief Profile:**

Mr. Makhan Singh Kainth is a versatile player in his area of professional field. He is competent and having a caliber to hold the proposed position and provide valuable services to the Company. He is having vast experience in Financial Sector.

The Board considers that his vast experience and continued association would be of immense benefit to the Company, inspite of his attaining the age of 70 years and it is desirable to continue to avail his services as an Independent Director on the Board.

##### **Disclosure of relationship between Directors inter-se:**

Mr. Makhan Singh Kainth has no relationship with any of the Directors on Board.

Name	Mr. Makhan Singh Kainth
Age	70
Name of the Listed Companies in which Directorship held	Nil
Name of the Listed Companies in which Committee Membership held	Nil
Shareholding in the Company	Nil

#### **ITEM NO. 4**

#### **APPROVAL FOR CONTRIBUTION TO CHARITABLE INSTITUTION PURSUANT TO SECTION 181 OF COMPANIES ACT, 2013.**

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

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

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

#### **E-voting Instructions:**

Dear Member,

#### **Sub: Voting through electronic means**

Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2015, Bazel International Limited ("the Company") is offering e-Voting facility to its members in respect of the business to be transacted at the Annual General Meeting scheduled to be held on Monday, the 30<sup>th</sup> day of September 2019 at 4:00 P.M. at **D-251, Ground Floor, Conference Hall, Defence Colony, New Delhi-110024.**

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide e-Voting facilities. The e-Voting particulars are set out below:

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

- Commencement of e-Voting: 26<sup>th</sup> September, 2019 at 9:00 A.M.
- End of e-Voting: 29<sup>th</sup> September, 2019 till 5:00 P.M.
- The cut-off date for the purpose of e-Voting is 20<sup>th</sup> September, 2019.

Please read the instructions printed overleaf before exercising the vote. This Communication forms an internal part of the Notice dated 31<sup>st</sup> August, 2019 for the Annual General Meeting scheduled to be