



BAZEL INTERNATIONAL LTD.

(A Registered Non-Banking Financial Company)

CIN : L65923DL1982PLC290287

08.02.2023

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

ISIN: INE217E01014

Sub: Scrutinizer Report and Voting Results of 01st Extra Ordinary General Meeting (01/2022-23) of Bazel International Ltd.

Dear Sir/Madam,

The 01st Extra Ordinary General Meeting (01/2022-23) of Bazel International Ltd. ('the Company') was held on Monday, 06th February, 2023 at 02:00 P.M at II-B/20, First Floor, Lajpat Nagar, New Delhi- 110024 to transact the business as stated in the Notice of EOGM dated 11th February, 2023.

1. Scrutinizer Report dated 08th February, 2023 pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & Rule 21 of the Companies (Management and Administration) Rules, 2014.
2. Combined Voting Results on the Votes casted through remote e-Voting and Poll papers pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Annexure).

We request you to kindly take the same in your records.

**Yours Faithfully,
For Bazel International Ltd.**

**Preeti Puri
(Company Secretary & Compliance Officer)
Office Address: II-B/20, First Floor,
Lajpatt Nagar, New Delhi-110024**

MEENU G. & ASSOCIATES

(Company Secretaries)

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

Email: csmeenu1@gmail.com, Mobile: 8920888492

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	Bazel International Limited
CIN	L65923DL1982PLC290287
MEETING	01st Extra Ordinary General Meeting (EOGM) (01/2022-23)
DATE AND TIME	Monday, 06th February, 2023 at 02:00 P.M.
VENUE	II-B/20, First Floor, Lajpat Nagar, New Delhi- 110024

To,
The Chairman of,
Bazel International Limited

Dear Sir,

I, **Meenu Gupta**, proprietor of **M/s Meenu G & Associates, Company Secretaries** was appointed as the Scrutinizer vide resolution dated 11th January, 2023 for scrutinizing the remote e-voting process between 03rd February, 2023, commenced from 9:00 A.M. to 05th February, 2023 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 01st Extra Ordinary General Meeting (01/2022-23) of the shareholders of **Bazel International Limited** held on Monday, 06th February, 2023 at 02:00 P.M at II-B/20, First Floor, Lajpat, New Delhi-110024, where following items were transacted:

Resolution No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Increase and re-classification of the authorized share capital and consequent alteration of memorandum of association of the company
2.	Special Resolution	To approve the loan taken from M/s. Utsav Securities Private Limited with an option to convert into share
3.	Special Resolution	Issuance of equity shares to M/s. Utsav Securities Private Limited by way of

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		conversion of unsecured loan of Rs. 3.51 crores
4.	Special Resolution	Issuance of 10% Non-convertible Non-cumulative Redeemable Preference shares to M/s. Utsav Securities Private Limited by way of conversion of unsecured loan of Rs. 31.98 crores
5.	Special Resolution	Execution of employee stock option plan (ESOP) via trust deed

I submit the report as under:-

The Company held the 01st EOGM (01/2022-23) on Monday, 06th February, 2023 at II-B/20, First Floor, Lajpat Nagar, New Delhi-110024 in accordance with the provisions of Companies Act, 2013 (the Act). The Company has taken due precautionary steps to avoid spread of Covid-19 in its venue of EOGM.

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.

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- b) Remote e-voting:** Remote e-voting platform was open from 9:00 A.M, Friday, 03rd February, 2023 to 05:00 p.m. on Sunday, 05th February, 2023 and members were required to cast their votes electronically conveying their assent or dissent in respect of the 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. 30th January, 2023).

2) Voting at the EOGM:

- 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 EOGM 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 EGM.

- 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. Palak and 2) Ms. Janvi (who are not in the employment of the Company) and downloaded the e-voting results.

Signature: 

Signature: 

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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 here with submit the combined report on the results of remote e-voting and physical voting done on the date of EOGM:

ORDINARY BUSINESS

a) Resolution No. 1

Increase and re-classification of the Authorized Share Capital and consequent alteration of Memorandum of Association of the Company

Voted in favour of the resolution:		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	228122	99.93

Voted against the resolution		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes	
Total number of members whose votes were declared invalid	Total number of votes cast by them
14	161

b) Resolution No. 2

To approve the loan taken from M/s. Utsav Securities Private Limited with an option to convert into shares.

Voted in favour of the resolution:		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	228122	99.93

Voted against the resolution		
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Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes	
Total number of members whose votes were declared invalid	Total number of votes cast by them
14	161

c) Resolution No. 3

Issuance of Equity Shares to M/s. Utsav Securities Private Limited by way of conversion of unsecured loan.

Voted in favour of the resolution:		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	228122	99.93

Voted against the resolution		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes	
Total number of members whose votes were declared invalid	Total number of votes cast by them
14	161

d) Resolution No. 4

Issuance of 10% Non-Convertible Non-Cumulative Redeemable Preference Shares to M/s. Utsav Securities Private Limited by way of Conversion of Unsecured Loan.

Voted in favour of the resolution:		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	228122	99.93

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Voted against the resolution		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes	
Total number of members whose votes were declared invalid	Total number of votes cast by them
14	161

e) **Resolution No. 5**

Execution of Employee Stock Option Plan (ESOP) via Trust Deed.

Voted in favour of the resolution:		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	228122	99.93

Voted against the resolution		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid Votes	
Total number of members whose votes were declared invalid	Total number of votes cast by them
14	161

All the aforesaid resolutions were passed with the requisite majority.

I further report;

1. That 47 members and Nil Proxy were present at the 01st EOGM (01/2022-23) held at the registered office of the Company as per the venue attendance report.
2. Votes were cast through Poll during the 01st EOGM (1/2022-23).
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 EOGM. The results of the remote e-voting and physical voting at the EOGM 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

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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 EOGM.

Thanking you,

Yours faithfully,

**For Meenu G & Associates
Company Secretaries**

Meenu Gupta

Proprietor

Membership No. 52702

COP No. 26274

UDIN: A052702D003126652

Place: New Delhi

Date: 08.02.2023

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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	Bazel International Limited
2.	CIN	L65923DL1982PLC290287
3.	Date & Day of Annual General Meeting	06th February, 2023 Monday
4.	Total No. of Shareholders on Record date/Book Closure Date	289
5.	No. of shareholders present in Meeting either in person or through proxy: - Promoters and Promoters Group - Public	0 47

1. Increase and re-classification of the Authorized Share Capital and subsequent alteration of Memorandum of Association of the Company

Resolution Required:			ORDINARY					
Whether Promoter/ promoter group are interested in resolution:			No					
Promoter / Public	Mode of Voting	No. of shares held	No. of votes Polled	% of votes polled on outstan ding 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 &	Remote e-voting	9000	0	0	0	0	0	0

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promoter Group	Poll		0	0	0	0	0	0
	Total	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
	Total	0	0	0	0	0	0	0
Public – Non Institutions	Remote -voting	14,46,000	90	0.006	90	0	100	0
	Poll	0	228032	15.77	228032	0	100	0
	Total	14,46,000	228122	15.776	228122	0	100	0
Grand Total		1455000	228122	15.678	228122	0	100	0

*The aforesaid ordinary resolution was passed with the requisite majority.

2. To approve the loan taken from M/s. Utsav Securities Private Limited with an option to Convert into shares

Resolution Required:			SPECIAL					
Whether Promoter/promoter group are interested in resolution:			No					
Promoter/ Public	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
	Total	9000	0	0	0	0	0	0
	Remote e-voting	0	0	0	0	0	0	0

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Public – Institutional	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public – Non Institutional	Remote-voting	14,46,000	90	0.006	90	0	100	0
	Poll		228032	15.77	228032	0	100	0
	Total	14,46,000	228122	15.776	228122	0	100	0
Grand Total		1455000	228122	15.678	228122	0	100	0

*The aforesaid special resolution was passed with the requisite majority.

3. Issuance of Equity Shares to M/s. Utsav Securities Private Limited by way of conversion of unsecured loan

Resolution Required:			SPECIAL					
Whether Promoter/ promoter group are interested in resolution:			No					
Promoter/ Public	Mode of Voting	No. of shares held	No. of votes Polled	% of votes polled on outstan ding 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
	Total		9000	0	0	0	0	0
Public – Institio nal	Remote e-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0

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Public – Non Institutions	Remote-voting	14,46,000	90	0.006	90	0	100	0
	Poll		228032	15.77	228032	0	100	0
	Total	14,46,000	228122	15.776	228122	0	100	0
Grand Total		1455000	228122	15.678	228122	0	100	0

*The aforesaid special resolution was passed with the requisite majority.

4. Issuance of 10% Non-Convertible Non-Cumulative Redeemable Preference Shares To M/s. Utsav Securities Private Limited by way of Conversion of Unsecured Loan

Resolution Required:			SPECIAL					
Whether Promoter/ promoter group are interested in resolution:			No					
Promoter/ Public	Mode of Voting	No. of shares held	No. of votes Polled	% of votes polled on outstan ding shares	No. of Votes in favor	No. of votes against	% of Votes in favor on votes polled	% of Votes again st 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
	Total	9000	0	0	0	0	0	0
Public – Institution al	Remote e-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public – Non	Remote- voting	14,46,000	90	0.006	90	0	100	0

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Institutions	Poll		228032	15.77	228032	0	100	0
	Total	14,46,000	228122	15.776	228122	0	100	0
Grand Total		1455000	228122	15.678	228122	0	100	0

*The aforesaid special resolution was passed with the requisite majority.

5. Execution of Employee Stock Option Plan (ESOP) via Trust Deed

Resolution Required:			SPECIAL					
Whether Promoter/ promoter group are interested in resolution:			No					
Promoter/ Public	Mode of Voting	No. of shares held	No. of votes Polled	% of votes polled on outstan ding shares	No. of Votes in favor	No. of votes against	% of Votes in favor on votes polled	% of Votes again st 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
	Total	9000	0	0	0	0	0	0
Public – Institution al	Remote e-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public – Non Institution s	Remote- voting	14,46,000	90	0.006	90	0	100	0
	Poll		228032	15.77	228032	0	100	0
	Total	14,46,000	228122	15.776	228122	0	100	0

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Grand Total	145500 0	22812 2	15.678	228122	0	100	0
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***The aforesaid special resolution was passed with the requisite majority.**

For Meenu G & Associates
Company Secretaries

Meenu Gupta
Proprietor
Membership No. 52702
COP No. 26274
UDIN: A052702D003126652

Place: New Delhi
Date: 08.02.2023