

MEENU G. & ASSOCIATES

(Company Secretaries)

Corporate Office: 9089/2, Multani Dhandra, 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	41 st Annual General Meeting
DATE AND TIME	Tuesday, 29 th August, 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 03rd August, 2023 for scrutinizing the remote e-voting process between 26th August, 2023, commenced from 9:00 A.M. to 28th August, 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 41st Annual General Meeting (AGM) of the Members of **Bazel International Limited** held on Tuesday, 29th August, 2023 at 02:00 P.M at II-B/20, First Floor, Lajpat Nagar, New Delhi-110024, where following items were transacted:

Resolution No.	Type of Resolution	Particulars
1.	Ordinary Resolution	To receive, consider and adopt the audited Balance Sheet for the financial year ended 31st March, 2023 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 Auditors and Board of Directors thereon.
2.	Ordinary Resolution	To appoint a Director in place of Mr. Pankaj Dawar (DIN: 06479649), who

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		retires by rotation in accordance with the Articles of Association of the Company and being eligible, offers himself for re-appointment.
3.	Special Resolution	Ratification approval for constitution and execution of irrevocable ESOP Trust Deed namely- SUPPLEMENTARY BIL EMPLOYEES STCOK OPTION TRUST DEED.
4.	Ordinary Resolution	Appointment of Ms. Muskan Bhatia (DIN:10265113) as a Non- Executive Director of the Company

I submit the report as under:-

The Company held the 41st AGM on Tuesday, 29th August, 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 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 AGM 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:

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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, Saturday, 26th August, 2023 to 05:00 P.M. on Monday, August 28, 2023 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. 22nd August, 2023).

2) Voting at the AGM:

- 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 AGM 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 AGM 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.

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b) I unblocked the remote e-voting results on the NSDL e-voting platform in the presence of 1) Ms. Priya and 2) Ms. Megha Paliwal (who are not in the employment of the Company) and downloaded the e-voting results.

Signature: 
Ms. Priya

Signature: 
Ms. Megha Paliwal

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.nsdl.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 AGM:

ORDINARY BUSINESS

a) Resolution No. 1

To receive, consider and adopt the audited Balance Sheet for the financial year ended 31st March, 2023 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 Auditors and Board of Directors thereon.

Voted in favour of the resolution:		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
46	2,14,625	99.995%

Voted against the resolution		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	10	0.005%

Invalid Votes	
Total number of members whose votes were declared invalid	Total number of votes cast by them
5	83

b) Resolution No. 2

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To appoint a Director in place of Mr. Pankaj Dawar (DIN: 06479649), who retires by rotation in accordance with the Articles of Association of the Company and being eligible, offers herself for re-appointment.

Voted in favour of the resolution:		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
46	2,14,625	99.995%

Voted against the resolution		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	10	0.005%

Invalid Votes	
Total number of members whose votes were declared invalid	Total number of votes cast by them
5	83

c) Resolution No. 3

Ratification approval for constitution and execution of irrevocable ESOP Trust Deed namely- SUPPLEMENTARY BIL EMPLOYEES STCOK OPTION 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
46	2,14,625	99.995%

Voted against the resolution		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	10	0.005%

Invalid Votes	
Total number of members whose votes were declared invalid	Total number of votes cast by them
5	83

d) Resolution No. 4

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Appointment of Ms. Muskan Bhatia (DIN: 10265113) as a Director 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
46	2,14,625	99.995%

Voted against the resolution		
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	10	0.005%

Invalid Votes	
Total number of members whose votes were declared invalid	Total number of votes cast by them
5	83

All the aforesaid resolutions were passed with the requisite majority.

I further report;

1. That 36 members and Nil Proxy were present at the 41st AGM held at the registered office of the Company as per the venue attendance report.
2. Votes were cast through Poll during the 41st AGM.
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 AGM. The results of the remote e-voting and physical voting at the AGM 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 AGM.

Thanking you,

Yours faithfully,

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**For Meenu G & Associates
Company Secretaries**

Meenu Gupta

Proprietor

Membership No. A52702

COP No. 26274

UDIN: A052702E000897471

Place: New Delhi

Date: 30.08.2023

**Countersigned on behalf of
Bazel International Ltd.**

Preeti Puri

(Company Secretary and Compliance Officer)

**Office Add: II-B/20, First Floor,
Lajpat Nagar, New Delhi-110024**

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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	29th August, 2023 Tuesday
4.	Total No. of Shareholders on Record date/Book Closure Date	333
5.	No. of shareholders present in Meeting either in person or through proxy: - Promoters and Promoters Group - Public	0 36

1. To receive, consider and adopt the audited Balance Sheet for the financial year ended 31st March, 2023 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 Auditors and Board of Directors thereon.

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 again t 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	19,41,500	264	0.01%	254	10	96.21%	3.79%
	Poll		0	2,14,371	11.04%	2,14,371	0	100%
	Total	19,50,500	2,14,635	11.05%	2,14,625	10	99.995%	0.005%
Grand Total		19,50,500	2,14,635	11.05%	2,14,625	10	99.995%	0.005%

2. To appoint a Director in place of Mr. Pankaj Dawar (DIN: 06479649), who retires by rotation in accordance with the Articles of Association of the Company and being eligible, offers herself for re-appointment.

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 & 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 – 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
Public – Non	Remote- voting	19,41,500	264	0.01%	254	10	96.21%	3.79%

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Institutions	Poll		2,14,371	11.04%	2,14,371	0	99.96%	0
	Total	19,50,500	2,14,635	11.05%	2,14,625	10	99.995%	0.005%
Grand Total		19,50,500	2,14,635	11.05%	2,14,625	10	99.995%	0.005%

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

3. Ratification approval for constitution and execution of irrevocable ESOP Trust Deed namely - SUPPLEMENTARY BIL EMPLOYEES STOCK OPTION TRUST DEED.

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 & 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 – 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	19,41,500	264	0.01%	254	10	96.21%	3.79%	
	Poll		0	2,14,371	11.04%	2,14,371	0	99.96%	0
	Total		19,50,500	2,14,635	11.05%	2,14,625	10	99.995%	0.005%
Grand Total		19,50,500	2,14,635	11.05%	2,14,625	10	99.995%	0.005%	

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

4. Appointment of Ms. Muskan Bhatia (DIN: 10265113) as a Director 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 & 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 - Instituti onal	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 Instituti ons	Remote- voting	19,41,50	264	0.01%	254	10	96.21%	3.79%
	Poll	0	2,14,371	11.04%	2,14,371	0	99.96%	0
	Total	19,50,500	2,14,635	11.05%	2,14,625	10	99.995%	0.005%
Grand Total		19,50,500	2,14,635	11.05%	2,14,625	10	99.995%	0.005%

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

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**For Meenu G & Associates
Company Secretaries**

**Meenu Gupta
Proprietor
Membership No. 52702
COP No. 26274
UDIN: A052702E000897471**

**Place: New Delhi
Date: 30.08.2023**

**Countersigned on behalf of
Bazel International Ltd.**

**Preeti Puri
(Company Secretary and Compliance Officer)
Office Add: II-B/20, First Floor,
Lajpat Nagar, New Delhi-110024**