



# 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

2<sup>nd</sup> October, 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 Revised 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(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Revised 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.

The Annual Report submitted to the Stock Exchange has been revised as per Regulation 34(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to some additions.

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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CIN: L65923DL1982PLC290287 E-mail: [bazelinternational@gmail.com](mailto:bazelinternational@gmail.com),

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. 24<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 of the Company 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 24<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

held on Monday, the 30<sup>th</sup> day of September, 2019. The Notice of the Annual General Meeting and this communication will also be available on the website of the Company.

### **Voting through electronic means**

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- (ii) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iv) The remote e-voting period commences on 26<sup>th</sup> September, 2019 (9:00 A.M.) and ends on 29<sup>th</sup> September, 2019 (5:00 P.M.). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24<sup>th</sup> September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (v) The process and manner for remote e-voting are as under:
  - A.** In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of Bazel International Limited.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail [csmohitsinghal@gmail.com](mailto:csmohitsinghal@gmail.com) with a copy marked to [evoting@nsdl.co](mailto:evoting@nsdl.co).

**B.** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<b><u>EVEN (Remote e-voting Event Number)</u></b>	<b><u>USER ID</u></b>	<b><u>PASSWORD/PIN</u></b>

Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- (ii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- (iii) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (iv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- (v) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24<sup>th</sup> September, 2019.
- (vi) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e 24<sup>th</sup> September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [bazelinternational@gmail.com](mailto:bazelinternational@gmail.com).
- (vii) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- (viii) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (ix) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (x) Mr. Mohit Singhal on behalf of M/s Mohit Singhal & Associates (Certificate of Practice Number: 15995) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (xi) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(xiii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange.

**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**



## BOARD'S REPORT

### TO THE MEMBERS OF BAZEL INTERNATIONAL LIMITED

Your Directors have pleasure in presenting the 37<sup>th</sup> Annual Report of Bazel International Limited ("the Company") together with the Audited Financial Statements and Accounts for the Financial Year ended 31<sup>st</sup> March, 2019.

#### BACKGROUND

The Company is engaged as a (Non Deposit Accepting), Non- Banking Finance Company ("NBFC"), holding Certificate of Registration (COR No. B-14.03332), from the Reserve Bank of India ("RBI") dated 23<sup>rd</sup> March, 2016.

#### STANDALONE FINANCIAL RESULTS

The financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2019 is summarized below:-

Particulars	Amount (Rs.) As at 31 <sup>st</sup> March, 2019	Amount (Rs.) As at 31 <sup>st</sup> March, 2018
<b>Total Income</b>	78,67,626	1,37,06,805
Less: Total Expenditure	(1,76,12,426)	(1,16,23,696)
<b>Profit before Exceptional and Extraordinary items &amp; tax</b>	(97,33,150)	23,75,488
Less: Extraordinary & Prior period items	-	-
<b>Profit before tax</b>	(97,33,150)	23,75,488
Less: Tax Expenses		
(1) Current tax	-	4,52,700
(2) Deferred Tax	-	-
(3) Previous year adjustments	10000	(69,852)
<b>Profit/ (Loss) after tax</b>	<b>(97,43,150)</b>	<b>19,92,640</b>
<b>Earning Per Share</b>		
(1) Basic	(6.70)	1.29
(2) Diluted	(6.70)	1.29

## **STATE OF COMPANY AFFAIRS**

The company has sustained its commitment to the highest level of quality, best in class service management, security practices and mature business continuity processes that have collectively helped achieve significant milestones during the year. With the expected positive momentum in the Indian economy, the Company is focused on growth and achieving profitability along with a renewed commitment to enhance quality and customer service and to reduce costs. Innovations, investment and positive modifications are expected in the near future, boosting the Company's revenues. Together with forward looking strategy, the Company is also focusing extensively on expanding the business and operational improvements through various strategic projects for operational excellence and cost cutting initiatives.

## **OPERATIONAL PERFORMANCE**

During the period, the Company achieved a revenue of Rs. 78,79,276 for the year ended 31<sup>st</sup> March, 2019 as against Rs. 1,39,99,185 for the previous year ended 31<sup>st</sup> March, 2018. The Company has incurred a Loss of Rs. (97,43,150) during the year ended 31<sup>st</sup> March, 2019 as against a profit of Rs. 19,92,640 in the previous year ended 31<sup>st</sup> March, 2018.

## **RESERVES & PROVISIONS**

A Provision of Rs. 2,93,300/- has been made for the financial year 2018-19 as per the requirement of RBI prudential norms applicable on Non-Banking financial Companies.

## **DIVIDEND**

In view of investing the profits in other avenues, the board decided not to propose any dividend for the relevant Financial Year ending on 31<sup>st</sup> March, 2019.

## **LISTING OF SECURITIES**

The Equity shares of the Company are presently listed on BSE Ltd. and the Calcutta Stock Exchange of India Limited (CSE). The Annual listing fees for the year 2018-19 have been duly paid to both the Stock Exchanges.

## **DETAILS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

The Company does not have any Subsidiary.

Further, the Company does not have any associates and joint venture companies. The disclosure of particulars with respect to information related to performance and financial position of joint ventures or associate Companies subject to rule 8(1) and 8(5)(iv) of Companies (Accounts) Rules, 2014 is not applicable.

## **BRANCHES OF THE COMPANY**

During the period under review, the Company doesn't have any branch office.

## **PUBLIC DEPOSIT**

As Company is a Non-Banking Financial Company, the provisions of Chapter V of the Companies Act, 2013 are not applicable on the Company.

### **PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES U/S 188(1)**

During the year under review, the Company has not entered into any contract or arrangement with the Related Parties as per Section 188 of the Companies Act, 2013 and is included in this report as **Annexure - II**.

### **EXTRACT OF ANNUAL RETURN**

In compliance with the Section 134(3) of the Companies Act, 2013, read with Rule 12 of Companies (Accounts) Rules, 2014, the Extract of Annual Return in form MGT-9 is attached as **Annexure-I** as a part of the Report.

### **CHANGE IN THE NATURE OF BUSINESS**

There has been no change in nature of business during the financial year under review.

### **LIST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AS ON 31<sup>ST</sup> MARCH, 2019**

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Date of Appointment</b>
1.	Pankaj Dawar	Managing Director	28/05/2015
2.	Shweta Dawar	Non-Executive Director	31/03/2015
3.	Pooja Chugh	Director	19/07/2018
4.	Makhan Singh Kainth	Independent Director	01/01/2009
5.	Vikramjit Singh	Independent Director	10/09/2016
6.	Manish Kumar Gupta	Chief Financial Officer	16/07/2015
7.	Gagan Deep Gupta	Company Secretary and Compliance Officer	09/07/2018

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED / RESIGNED DURING THE YEAR**

Pursuant to the provisions of the Companies Act, 2013 and the Company's Articles of Association, Mr. Pankaj Dawar, Director, who retires by rotation and, being eligible, offers himself for re-appointment.

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Change</b>
1.	Pooja Chugh	Director	Change in designation from Additional Director to Director w.e.f., 19th July, 2018
2.	Pooja Chugh	Company Secretary	Resignation from the post of Company Secretary w.e.f., 9th July, 2018
3.	Gagan Deep Gupta	Company Secretary and Compliance Officer	Appointed as Company Secretary w.e.f., 9th July, 2018 and Resigned from the post of Company Secretary w.e.f 19 <sup>th</sup> July, 2019

## MEETINGS HELD DURING THE FINANCIAL YEAR 2018-19

The Agenda and Notice of the Meetings were circulated well in advance to the respective Directors. During the year under review, 09 (Nine) Board Meetings, 5 (Five) Audit Committee Meetings, 2 (Two) Nomination and Remuneration Committee Meetings, 1 (One) Independent Director's Committee Meeting, 1 (One) Risk Management Committee Meeting, 1 (One) Stakeholder Relationship Committee Meeting, (NIL) Share Transfer Meeting and (NIL) Finance & Investment Committee Meeting were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 i.e. the maximum interval between any two meetings did not exceed 120 days.

## DETAILS OF COMPOSITION AND MEETINGS OF COMMITTEES OF THE BOARD

### a) Audit Committee

In compliance with the provisions of Section 177 of the Companies Act, 2013, the primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurately and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting.

The constitution of the Audit Committee is as follows:

1. Mr. Makhan Singh Kainth (Chairman)
2. Mr. Vikramjit Singh (Member)
3. Ms. Shweta Dawar (Member)

**No. of Meetings held:** During the year, five (5) Audit Committee Meetings were held, the details of which are as follows:-

Name of the Director	Category	No. of Meeting held	No. of Meetings attended
Makhan Singh Kainth	Independent Director	5	5
Shweta Dawar	Non-Executive Director	5	5
Vikramjit Singh	Independent Director	5	5

The Board has accepted all the recommendations proposed by Audit Committee during the Financial Year.

### b) Nomination and Remuneration Committee

In compliance with provisions of 178(1) of the Companies Act, 2013, the purpose of the Committee is to screen and review individuals qualified to serve as executive directors, non-executive directors and independent directors and to review their remuneration, consistent with criteria approved by the

Board, and to recommend, for approval by the Board. The composition of Nomination and Remuneration Committee of the Company is as follows:

1. Mr. Makhan Singh Kainth (Chairman)
2. Mr. Vikramjit Singh (Member)
3. Ms. Shweta Dawar (Member)

**No. of Nomination and Remuneration Committee Meetings held:** During the year Two (2) Nomination and Remuneration Committee Meetings were held, the details of which are as follows:-

Name of the Director	Category	No. of Meeting held	No. of Meetings attended
Makhan Singh Kainth	Independent Director	2	2
Shweta Dawar	Non-Executive Director	2	2
Vikramjit Singh	Independent Director	2	2

### c) Stakeholders Relationship Committee

In compliance with section 178 of the Companies Act, 2013, the Company has Stakeholders Relationship Committee to consider and resolve the grievances of security holders of the Company.

The Stakeholders Relationship committee comprises of the following members:

1. Mr. Pankaj Dawar (Chairman)
2. Ms. Pooja Chugh (Member)
3. Ms. Shweta Dawar (Member)

Only 1 meeting of Stakeholders Relationship Committee was held during the year and all the members of the committee have attended the same.

Name of the Director	Category	No. of Meeting held	No. of Meetings attended
Pankaj Dawar	Non-Executive Director	1	1
Shweta Dawar	Non-Executive Director	1	1
Pooja Chugh**	Director	1	1

\*Number of Meetings a Director is entitled to attend.

\*\*Ms. Pooja Chugh was appointed as a Director with effect from 19<sup>th</sup> July, 2018.

#### **d) Risk Management Committee**

The Board of Directors has framed a Risk Management Committee to frame, implement and monitor the risk management of the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The risk management committee has additional oversight in the area of financial risk and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on continuing basis.

The Risk Management committee comprises of the following members:

1. Mr. Pankaj Dawar (Chairman)
2. Ms. Pooja Chugh (Member)
3. Ms. Shweta Dawar (Member)

Only 1 meeting of Risk management Committee was held during the year and all the members of the committee have attended the same.

<b>Name of the Director</b>	<b>Category</b>	<b>No. of Meeting held</b>	<b>No. of Meetings attended</b>
Pankaj Dawar	Non-Executive Director	1	1
Shweta Dawar	Non-Executive Director	1	1
Pooja Chugh**	Director	1	1

\*Number of Meetings a Director is entitled to attend.

\*\* Ms. Pooja Chugh was appointed as a Director with effect from 19<sup>th</sup> July, 2018.

#### **DECLARATION BY INDEPENDENT DIRECTOR**

The Independent Directors have submitted their declarations of independence, as required pursuant to provisions of section 149(7) of the Act, stating that they meet the criteria of independence as provided in subsection (6) and Regulation 25 of Listing Regulations.

#### **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company familiarizes the Directors about their role and responsibility at the time of their appointment through a formal letter of appointment. Presentations are regularly made at the meetings of the Board and its various Committees on the relevant subjects. The details of programs for familiarization of Independent Directors can be accessed on the Company website.

## **DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- 1) in the preparation of annual accounts for the financial year ended 31<sup>st</sup> March, 2019, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- 2) 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 Companies as at 31<sup>st</sup> March, 2019 and of the loss of the Company for the period ended on that date;
- 3) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- 4) the Directors have prepared the annual accounts on a going concern basis;
- 5) the Directors have laid down proper internal financial controls to be followed by the Company and such internal financial control are adequate and operating effectively ; and the Directors had devised proper system to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively .

## **CORPORATE GOVERNANCE REPORT**

As per Regulation 15 of the SEBI (Listing Regulations and Disclosure Obligations Requirements) Regulations, 2015, the provisions of Chapter IV of the said Listing Regulations, 2015, the Compliance with the corporate governance provisions as specified in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V shall not be mandatory, for the time being, in respect of the following class of companies:

The listed entity having Paid-up Equity Share Capital not exceeding Rs. 10 Crore and Net Worth not exceeding Rs. 25 Crore, as on the last day of the previous financial year and the Listed Entity which has listed its specified securities on the SME Exchange.

Since, it is neither listed exclusively on the SME Exchange nor its paid-up share capital and net-worth exceeds the prescribed threshold limits so Regulations 17 to 27 and Regulation 46 are not applicable on the Company.

## **PERFORMANCE EVALUATION OF THE BOARD**

SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of Director on various parameters such as:

- Board dynamics and relationship
- Information flows
- Decision-making
- Relationship with stakeholders

- Company performance and strategy
- Tracking Board and committees effectiveness
- Peer evaluation

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee, Share Transfer Committee and Finance and Investment Committee.

In respect of the above mentioned Evaluation framework, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board & its Committees, execution and performance of specific roles, duties, obligations and governance. The performance evaluation of Committees, Executive Directors, Non-Executive Directors and Independent Directors was completed. The Performance evaluation of the Chairman, Non-Executive Directors & Board as a whole was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process carried out their own performance evaluation too known as “Self Assessment”.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

Pursuant to Section 186(11) of the Companies Act, 2013, disclosure under Section 134(3)(g) of the Companies Act, 2013 is not applicable on the Company.

#### **ORDERS PASSED BY THE REGULATORS OR COURTS, IF ANY**

No significant and material orders were passed by the Regulators, Courts or Tribunals impacting the going concern status and Company’s Operation in future.

#### **PARTICULARS OF EMPLOYEES**

In Compliance with Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details of the remuneration of Directors, Key Managerial Personnel and Employees find herein below:

#### **A. DISCLOSURE UNDER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

The Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19:

<b>Directors</b>	<b>Ratio to median remuneration*</b>
Mr. Pankaj Dawar	NIL
Ms. Shweta Dawar	NIL
Ms. Pooja Chugh**	NIL



\*Note: None of the Director receive any remuneration from the Company.

(i). the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year -

The Remuneration of Mr. Manish Kumar Gupta (CFO), increased from Rs. 5,59,193 to Rs. 6,49,821 p.a.

(ii). the percentage increase in the median remuneration of employees in the financial year; - Nil

(iii).As of 31<sup>st</sup> March, 2019, total no. of permanent employees on the roll of the Company: 3

(iv). Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year cannot be compared with the percentile increase in the managerial remuneration as the managerial personnel were not paid any salary in the last financial year.

(v).the key parameters for any variable component of remuneration availed by the directors; - Nil

(vi). The Company affirms that remuneration given to employees is as per the remuneration policy of the Company.

## **B. DISCLOSURE UNDER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

The Details of top ten employees in terms of remuneration drawn are attached in this Board's Report as **Annexure-III**.

Further, no Director / employee of the Company, was in receipt of amount exceeding a salary of Rs. 8,50,000/- per month or more when employed for a part of the financial year and Rs. 1,02,00,000/- per annum or more when employed for whole of the year, under the provision of Rule 5 (2) & (3) Of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

## **HUMAN RESOURCES**

The Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nurture this asset. The company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operation of the Company.

## **STATUTORY AUDITORS**

Pursuant to the provisions of Section 139 of the Act and the Companies (Audit and Auditors) Rules, 2014, M/s. Krishan Rakesh & Co., Chartered Accountants, (FRN: 009088N) are appointed as Statutory Auditors of your Company in the Annual General Meeting held on 10<sup>th</sup> September, 2016 for a term of five years beginning April 1, 2016 and ending March 31, 2021.

The Statutory Auditors have confirmed that they are not disqualified to act as Auditors and are eligible to hold office as Auditors of your Company.

## **STATUTORY AUDITORS' REPORT**

The observations made by the Auditors are self-explanatory and do not require any further clarifications under Section 134(3)(f).

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

## **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Mohit Singhal & Associates (represented by Mr. Mohit Singhal), Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the Financial Year 2018-19.

## **SECRETARIAL AUDITORS' REPORT**

The Report of the Secretarial Auditor in Form MR-3 is annexed herewith as "Annexure IV", which forms part of the Board Report. The remarks made by the Auditor along with the clarifications by the Board are mentioned herein:

Remark i): The Company has not mentioned the Name, DIN and Address as specified under the provisions of Rule 7 of The Companies (Registration Offices and Fees) Rules, 2014 in its Balance Sheet as on March 31, 2018;

Clarification i): The Company missed mentioning the same in the Balance Sheet for Financial year 2017-18. This has been taken care by the Company in the Balance Sheet for financial year 2018-19 and shall be followed in its true letter and spirit for all balance sheets in the future.

Remark ii): The Company has made the payment of the Stock Exchange fees after the due date as specified under the Regulation.

Clarification ii): Due to unavoidable circumstances, there was a delay in making the payment to the stock exchange. However, this would be taken care in near future.

Remark iii): Some of the notes to the financial statement for the f.y. 2017-18 were inadvertently missed to be attached to its annual report.

Clarification iii) Inadvertently, some of the notes to the Financial statements were missed to be attached to the Annual Report, but the complete financials were filed with the Registrar of Companies at the time of Annual Filing. This shall further be taken care in the near future.

## **CORPORATE POLICY**

We seek to promote and follow the highest level of ethical standards in our business transactions. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on the website of the Company.

The Policies are reviewed periodically by the Board and updated on the basis of need and new Compliance.

**The Key Policies are as follows:**

Name of the Policy	Brief Description
<b>Vigil Mechanism / Whistle Blower Policy</b>	This policy has been established with a view to provide a tool to Directors and Employees of the Company to report to Management genuine concerns including unethical behavior, actual or suspected fraud or violation of the code or the policy. The Policy also provides for adequate safeguards against victimization of Director(s)/Employee(s) who avail of the mechanism and also provides for direct access to the chairman of the Audit Committee in exceptional cases.
<b>Risk Management Policy</b>	This Policy represents the basic standards of Risk Assessment to be followed by the Company. Changes in the Policy will become effective upon approval by the Board of Directors of the Company. All relevant employees must be thoroughly familiar or made familiar with it and make use of the material contained in this Policy.
<b>Nomination and Remuneration Policy</b>	The Board has on the recommendation of Nomination and Remuneration Committee framed and adopted a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration.
<b>Policy for determining materiality of event or Information</b>	The Objective of this policy is to outline the guidelines to be followed by the Company for consistent, transparent and timely public disclosures of material information events/information and to ensure that such information is adequately disseminated to the stock Exchange(s) where the securities of the Company are listed in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.
<b>Policy of Preservation of Records</b>	This policy sets the Standards for classifying, managing and storing the records of the Company. The Purpose of this policy is to establish framework for effective records Management and the process for Subsequent archival of such records.
<b>KYC and AML Policies</b>	This policy is made to prevent criminal elements from using Company for money laundering activities and to enable the Company to know/ understand its customers and their financial dealings better which, in turn, would help the Company to manage risks prudently.
<b>Sexual Harassment Policy</b>	As required under the Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has policy on prevention of Sexual harassment of women at workplace and matters connected therewith. During the year, no case of Sexual Harassment was reported pursuant to said Act and Policy.
<b>Other policies</b>	Policies like: Policy For Determining Material Subsidiaries, Insider Trading Prohibition Code

	Pursuant to SEBI (PIT) Regulations, 2015, Policy On Related Party Transaction(S), Policy on Familiarization of Independent Directors, Fair Practice Code are prepared by the Company and followed in its true letter and spirit.
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### **REPORT UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT, 2013**

The Board confirms that no complaints/ cases has been filed / pending with the Company under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial year 2018-19.

### **DISCLOSURE ABOUT COST AUDIT**

As per the Cost Audit Orders, Cost Audit is not applicable to the Company for the Financial Year 2018-19.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The disclosure as per Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable as the Company is not covered under the criteria mentioned in Section 135(1) of the Companies Act, 2013.

### **EMPLOYEE STOCK OPTIONS DETAILS**

During the year under review, the Company has no Employee's Stock Options schemes.

### **MANAGEMENT DISCUSSIONS AND ANALYSIS**

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31<sup>st</sup> March, 2019 and is attached as **Annexure-V** of this Annual Report for the reference of the stakeholder.

### **INTERNAL CONTROL SYSTEM**

The Company has in place an established internal control system designed to ensure proper recording of financial and operational information and compliance of various internal control and other regulatory and statutory compliances. Internal Audit has been conducted throughout the organization by qualified outside Internal Auditors. Findings of the Internal Audit Report are reviewed by the top management and by the Audit Committee invariably and proper follow up actions are ensured wherever require. The Statutory Auditors have evaluated the system of Internal Controls of the Company and have reported that the same are adequate and commensurate with the size of the Company and nature of its business.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

In View of the nature of the activities carried out by the Company, Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 relating to conservation of energy and technology absorption, are not applicable to the Company. During the year under review, the Company had no earnings and expenditure in foreign exchange.

## **ACKNOWLEDGEMENT AND APPRECIATION**

Your Directors would like to express their grateful appreciation for assistance and cooperation received from the Banks, 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 the Executives, staff and workers of the Company at all levels.

**By order of the Board  
For Bazel International Limited**

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

**Shweta Dawar  
(Director)  
DIN: 07171996  
Address: 98-B, Pocket-I, Platinum  
Enclave, Sector-18, Rohini,  
Sector-15, New Delhi-110089**

**Place: New Delhi  
Date: 31<sup>st</sup> August, 2019**

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on the financial year ended 31<sup>st</sup> March, 2019**

{Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014}

**I REGISTRATION & OTHER DETAILS:**

<b>I</b>	<b>CIN</b>	L65923DL1982PLC290287
<b>ii</b>	<b>Registration Date</b>	30 <sup>th</sup> December, 1982
<b>iii</b>	<b>Name of the Company</b>	Bazel International Ltd.
<b>iv</b>	<b>Category/Sub-category of the Company</b>	Company limited by Shares
<b>v</b>	<b>Address of the Registered office</b>	D-50E, 2 <sup>nd</sup> Floor, Chattarpur Enclave, New Delhi-110 074
<b>vi</b>	<b>Whether listed Company</b>	Yes
<b>vii</b>	<b>Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	<b>Skyline Financial Services Private Limited,</b> D-153 A, 1 <sup>st</sup> Floor , Okhla Industrial Area Phase -1, New Delhi -110020 Ph. No.- 011-40450193-97 E-mail ID: <a href="mailto:admin@skylinerta.com">admin@skylinerta.com</a>

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

<b>S. No.</b>	<b>Name &amp; Description of main products/services</b>	<b>NIC Code of the Product /service</b>	<b>% to total turnover of the Company</b>
<b>1.</b>	Interest Income	99711359	98%
<b>2.</b>	Sale of Shares		0%
<b>3.</b>	Profit on Sale of Investments		2%

**III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

<b>S. No.</b>	<b>Name &amp; Address of the Company</b>	<b>CIN/GLN</b>	<b>HOLDING/SUBSIDIARY/ ASSOCIATE</b>	<b>% OF SHARES HELD</b>	<b>APPLICABLE SECTION</b>
<b>NIL</b>					

**IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	0	9300	9300	0.64	0	9300	9300	0.64	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL:(A) (1)</b>	<b>0</b>	<b>9300</b>	<b>9300</b>	<b>0.64</b>	<b>0</b>	<b>9300</b>	<b>9300</b>	<b>0.64</b>	<b>0</b>
<b>(2) Foreign</b>									
a) NRI-Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>0</b>	<b>9300</b>	<b>9300</b>	<b>0.64</b>	<b>0</b>	<b>9300</b>	<b>9300</b>	<b>0.64</b>	<b>0</b>





<b>SUB TOTAL</b>	<b>26700</b>	<b>11787</b>	<b>14457</b>	<b>99.36</b>	<b>56410</b>	<b>88160</b>	<b>14457</b>	<b>99.3</b>	<b>0</b>
<b>(B)(2):</b>	<b>0</b>	<b>00</b>	<b>00</b>		<b>0</b>	<b>0</b>	<b>00</b>	<b>6</b>	
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>26700</b>	<b>11787</b>	<b>14457</b>	<b>99.36</b>	<b>56410</b>	<b>88160</b>	<b>14457</b>	<b>99.3</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>26700</b>	<b>11880</b>	<b>14550</b>	<b>100</b>	<b>56410</b>	<b>89090</b>	<b>14550</b>	<b>100</b>	<b>0</b>

**(ii) SHARE HOLDING OF PROMOTERS**

S. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of Shares	% of total Shares of the Company	% of shares Pledged encumbered	No of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	
1	Satya Bhushan	300	0.02	0	300	0.02	0	0
2	Sanjeev Verma	300	0.02	0	300	0.02	0	0
3	Shashi Sachdeva	2700	0.19	0	2700	0.19	0	0
4	Harnam Sachdeva	3000	0.21	0	3000	0.21	0	0
5	Rajendra Prasad Yadav	3000	0.21	0	3000	0.21	0	0
	<b>Total</b>	<b>9300</b>	<b>0.64</b>	<b>0</b>	<b>9300</b>	<b>0.64</b>	<b>0</b>	<b>0</b>

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)**

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company

	At the beginning of the year	9300	0.64		
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	<b>No Change During The Year</b>			
	At the end of the year			9300	0.64

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1.</b>	<b>Durgesh Merchants Limited</b>				
	At the beginning of the year	267000	18.35	267000	18.35
	No Change During The Year				
	At the end of the year	267000	18.35	267000	18.35
<b>2.</b>	<b>VA Realcon Private Limited</b>				
	At the beginning of the year	210250	14.45	210250	14.45
	No Change During The Year				
	At the end of the year	210250	14.45	210250	14.45
<b>3.</b>	<b>Jasjit Singh Chadha (HUF)</b>				
	At the beginning of the year	30000	2.06	30000	2.06
	No Change During The Year				
	At the end of the year	30000	2.06	30000	2.06
<b>4.</b>	<b>Muchhala Magic Land Private Limited</b>				
	At the beginning of the year	0	0	0	0
	Bought During the year	159600	10.97	159600	10.97

	<b>At the end of the year</b>	159600	10.97	159600	10.97
<b>5.</b>	<b>Abhishek Daga(HUF)</b>				
	<b>At the beginning of the year</b>	30000	2.06	30000	2.06
	<b>No change during the year</b>				
	<b>At the end of the year</b>	30000	2.06	30000	2.06
<b>6.</b>	<b>Suraj Arunkumar Muchhala</b>				
	<b>At the beginning of the year</b>	0	0	0	0
	Bought during the year	68750	4.73	68750	4.73
	<b>At the end of the year</b>	68750	4.73	68750	4.73
<b>7.</b>	<b>Vinod Ladha</b>				
	<b>At the beginning of the year</b>	29250	2.01	29250	2.01
	<b>No change during the year</b>				
	<b>At the end of the year</b>	29250	2.01	29250	2.01
<b>8.</b>	<b>Ritika Hotels Private Limited</b>				
	<b>At the beginning of the year</b>	0	0	0	0
	Bought during the year	68750	4.73	68750	4.73
	<b>At the end of the year</b>	68750	4.73	68750	4.73
<b>9.</b>	<b>Spanind Designs Private Limited</b>				
	<b>At the beginning of the year</b>	48600	3.34	48600	3.34
	No Change During The Year				
	<b>At the end of the year</b>	48600	3.34	48600	3.34
<b>10.</b>	<b>Meet Chanderesh Sampat</b>				
	<b>At the beginning of the year</b>				
	Bought during the year	40650	2.79	40650	2.79
	<b>At the end of the year</b>	40650	2.79	40650	2.79

**(v) Shareholding of Directors & KMP: NIL**

**V INDEBTEDNESS**

<b>Indebtedness of the Company including interest outstanding/accrued but not due for payment</b>				
	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	0	1,09,12,122	0	<b>1,09,12,122</b>
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>1,09,12,122</b>	<b>0</b>	<b>1,09,12,122</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	0	0	0	0
Reduction	0	84,24,740	0	<b>84,24,740</b>
<b>Net Change</b>	<b>0</b>	<b>84,24,740</b>	<b>0</b>	<b>84,24,740</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	24,87,382	0	<b>24,87,382</b>
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>24,87,382</b>	<b>0</b>	<b>24,87,382</b>

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole time Director and/or Manager:

Sl. No.	Name of the MD/WTD/Manager	Total Amount		
<b>1</b>	<b>Gross salary</b>	Pankaj Dawar (Managing Director)		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax 1961	0	-	0
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	-	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	-	0
<b>2</b>	Stock option	0	0	0
	Sweat Equity	0	0	0
	Commission	0	0	0
	as % of profit	0	0	0
	others (specify)	0	0	0
	Others, please specify	0	0	0
	<b>Total (A)</b>	0	0	0

### B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of the Directors			Total Amount
		Vikramjit Singh	Makhan Singh Kainth		
<b>1</b>	Independent Directors				
	(a) Fee for attending board committee meetings	0	0		0
	(b) Commission	0	0		0
	(c) Others, please specify	0	0		0
	<b>Total (1)</b>	<b>0</b>	<b>0</b>		<b>0</b>
<b>2</b>	Other Non-Executive Directors	Shweta Dawar	Pooja Chugh		<b>Total Amount</b>
	(a) Fee for attending board committee meetings	0	0		0
	(b) Commission	0	0		0
	(c) Others, please specify.	0	0		0

	<b>Total (2)</b>	0	0		0
	<b>Total (B)=(1+2)</b>	0	0		0
	<b>Total Managerial Remuneration</b>	0	0		0

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	Chief Financial Officer	
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.		1. Pooja Chugh – Rs. 57,916/- ( 1 <sup>st</sup> April, 2018 till 9 <sup>th</sup> July, 2018) 2. Mr. Gagan Deep Gupta - Rs. 3,14,251/- (from 9 <sup>th</sup> July, 2018 till 31 <sup>st</sup> March, 2019)	6,49,821	10,21,988
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	0	0	0
2	Stock Option	-	0	0	0
3	Sweat Equity	-	0	0	0
4	Commission as % of profit others, specify	-	0	0	0
5	Others, please specify	-	0	0	0
	<b>Total</b>	-	<b>3,72,167</b>	<b>6,49,821</b>	<b>10,21,988</b>

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the	Brief Description	Details of Penalty/ Punishment/	Authority (RD/	Appeal made if any (give
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	Compa nies Act		Compounding fees imposed	NCLT/ Court)	details)
<b>A. COMPANY</b>					
Penalty		Penalty levied by BSE amounting Rs. 16,520/- which was duly paid by the Company.			
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty		N.A.			
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty		N.A.			
Punishment					
Compounding					

**By order of the Board  
For Bazel International Limited**

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

**Shweta Dawar**  
**(Director)**  
**DIN:** 07171996  
**Address:** 98-B, Pocket-I, Platinum  
Enclave, Sector-18, Rohini,  
Sector-15, New Delhi-110089

**Place: New Delhi**  
**Date: 31<sup>st</sup> August, 2019**

**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013, including certain arm length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis- N.A.**

- a) Name(s) of the related party and nature of relationship:
- b) Nature of contracts/arrangements/transactions:
- c) Duration of the contracts / arrangements/transactions:
- d) Salient terms of the contracts or arrangements or transactions including the value, if any
- e) Justification for entering into such contracts or arrangements or transactions:
- f) Date(s) of approval by the Board :
- g) Amount paid as advances, if any:
- h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

**2. Details of material contracts or arrangement or transactions at arm's length basis: N.A.**

- a) Name(s) of the related party and nature of relationship
- b) Nature of contracts/arrangements/transactions
- c) Duration of the contracts /arrangements/transaction
- d) Salient terms of the contracts or arrangements or transactions including the value, if any
- e) Date(s) of approval by the Board, if any
- f) Amount paid as advances, if any

**By order of the Board  
For Bazel International Limited**

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

**Shweta Dawar  
(Director)  
DIN: 07171996  
Address: 98-B, Pocket-I, Platinum  
Enclave, Sector-18, Rohini,  
Sector-15, New Delhi-110089**

**Place: New Delhi  
Date: 31<sup>st</sup> August, 2019**



<b>S. No</b>	<b>Name</b>	<b>Designation</b>	<b>Remuneration received</b>	<b>Nature of employment</b>	<b>Qualifications and experience</b>	<b>Date of commencement of employment</b>	<b>Age (In years)</b>	<b>The last employment held by such employee before joining the Company</b>	<b>The percentage of equity shares held in the company</b>	<b>Whether the employee is a relative of any Director of the Company</b>
1.	Manish Gupta	Chief Financial Officer	6,49,821	Permanent	B.Com, 8 years	16/07/2015	31	Accounts Manager at Lawmax Management Consultants Private Limited	NIL	NO
2.	Pooja Chugh*	Company Secretary and Compliance Officer	57,916 (part of the year)	Permanent	B.Com, CS, 3 Years	01/10/2017	28	CS Article at Spice Digital Limited	NIL	NO
3.	Anil Chopra	MIS Data Executive	3,84,000	Permanent	Graduate, 10 years	30/05/2018	42	Kent RO System Private Limited	NIL	NO

**FORM NO. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Bazel International Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bazel International Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2019 (the audit period), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Period).
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not Applicable to the Company during the Audit Period).

- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable to the Company during the Audit Period).
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Audit Period).
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the Audit Period) and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. (Not Applicable to the Company during the Audit Period).

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc., mentioned above.

*Whereas,*

- i) The Company has not mentioned the Name, DIN, and Address as specified under the provisions of Rule 7 of The Companies (Registration Offices and Fees) Rules, 2014 in its Balance Sheet as on March 31, 2018;*

I further report that,

*The Company has made the payment of the Stock Exchange fees after the due date as specified under the Regulation.*

*Some of the notes to the financial statement for the f.y. 2017-18 were inadvertently missed to be attached to its annual report.*

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors; the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board of Directors were unanimous and no dissenting views have been recorded.

I further report that based on the review of the compliance reports/certificates of the Company Secretary which were taken on record by the Board of Directors, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company following specific events/actions having a major bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards etc. referred to above.

For and on behalf of  
Mohit Singhal & Associates

\_\_\_\_\_  
Mohit Singhal  
Company Secretaries  
Proprietor

ACS No.: 43204; CP No.: 15995  
MSA/2019-20/CA/03

Place: New Delhi  
Date: August 30, 2019

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

## **'Annexure A'**

To,  
The Members  
Bazel International Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of  
Mohit Singhal & Associates

\_\_\_\_\_  
Mohit Singhal  
Company Secretaries  
Proprietor

ACS No.: 43204; CP No.: 15995  
MSA/2019-20/CA/03

Place: New Delhi  
Date: August 30, 2019

**MANAGEMENT DISCUSSION & ANALYSIS**

**Bazel International Limited** is a Non-Banking Finance Company (NBFC) and is engaged in trading in shares, Financial Services and Investment Activities. It is one of the growing NBFC's in the Country and offers wide range of financial services to many sectors. The Company offers Credit facilities to individual and business clients. It offers business loans and fulfils working capital requirement of individual and body corporate.

The Company has established its own norm for evaluating different needs of its clients and providing appropriate payment options.

**BUSINESS ENVIRONMENT OVERVIEW**

Financial year 2018-19 began on a positive note.

Non-Banking Financial Companies (NBFCs) continued to grow their share in the financial services industry. As per RBI in its Financially Stability Report, NBFCs have outperformed Scheduled Commercial Banks growth in advances and asset quality.

We believe that the growth of NBFCs will result in their share in financial services sector increasing in the near future.

**BUSINESS UPDATE**

The revenue from operations during the financial year 2018-19 is Rs. 78,67,626 as compared to Rs. 137,06,805 in the previous financial year. The Financial performance of the company is in herein below along with the chart which plots the profit after tax over last two years.

<b>Particulars</b>	<b>For the financial year ended 31<sup>st</sup> March, 2019 (in Rs.)</b>	<b>For the financial year ended 31<sup>st</sup> March, 2018 (in Rs.)</b>
<b>Total Revenue</b>	78,79,276	1,39,99,185
<b>Profit (Loss) before tax</b>	(97,33,150)	23,75,488
<b>Tax Expenses</b>		
<b>Current Income Tax</b>	10,000	(3,82,848)
<b>Deferred Tax</b>	0	0
<b>Profit(Loss) for the period</b>	(97,43,150)	19,92,640
<b>Contingent Provisions against Standard Assets</b>	200	(115,600)

**INTERNAL CONTROL SYSTEM**

Company has an independent internal management function that is commensurate with the size and scale of the Company. It evaluates the adequacy of all internal controls, its processes and ensures strict adherence to clearly laid down processes as well as to the prescribed regulatory and legal framework.

## **OPPORTUNITIES AND THREATS**

Over the years, your company has achieved an appropriate balance between risk and returns by setting up an efficient risk mitigation system to meet various forms of financial and other risks. The primary risks that the company is exposed to are credit risk, market risk and operational risk. Deriving from the long years of experience in the NBFC sector, your company's credit policy framework is designed to provide the right balance between business growth and portfolio quality.

## **RISK MANAGEMENT**

Bazel International Limited identifies its various operational risks inherent under its business model. The operational risks arise out of an inadequate or failed internal process, people and its systems. The Company has formed a proper Risk Management Committee which effectively identifies, measures, reports, monitors and controls such operational risks.

## **HUMAN RESOURCES**

Company has always emphasised on its people considering them as its most valuable resource. In the present scenario where competition prevails, it is a necessity to focus on attracting and retaining the right talent. It provides equal opportunity to employees to deliver results and to achieve higher performance in their respective assignments and the company can get overall benefit.

## **FUTURE STRATEGY**

NBFC's have proven their tenacity in many other specialised financial services such as factoring, lease finance, venture capital finance, and in the business of securitised based lending such as IPO Financing, Promoter funding etc. They have also been providing a major boost in Micro, Small and Medium enterprises and other avenues where banks exercise cautious lending. All the above factors emphasize the potential and opportunities in store for NBFC's and the regulations when designed to provide the right environment provides impetus to the growth of the sector.

The Company hence wishes to diversify its lending activities in the coming period and shall embark on this path and move forward once the existing investments which are at an incubating stage begin to bear fruits.



## **CAUTIONARY STATEMENT**

Statement in Management and Discussion Analysis Report describing the Company's future projections, expectations may be forward looking statements within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed. Important factors that could influence the company's operations include economic and political conditions in which the company operates, interest rate fluctuations, changes in Government/RBI regulations, Tax Laws, other statutes and incidental factors.

**By order of the Board  
For Bazel International Limited**

**Pankaj Dawar  
(Managing Director)**

**DIN:** 06479649

**Address:** 98-B, Pocket-I, Platinum Enclave,  
Sector-18, Rohini, Sector-15, New Delhi-110089

**Shweta Dawar  
(Director)**

**DIN:** 07171996

**Address:** 98-B, Pocket-I, Platinum  
Enclave, Sector-18, Rohini,  
Sector-15, New Delhi-110089

**Place:** New Delhi

**Date:** 31<sup>st</sup> August, 2019

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF BAZEL INTERNATIONAL LIMITED**

#### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **BAZEL INTERNATIONAL LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and statement of Cash Flow Statement for the year then ended, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at 31 March 2019, and its Loss, and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Responsibility of Management's for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

### **Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

### **Other Matter**

We did not audit the financial statements/ information of NIL branches included in the standalone financial statements of the company whose financial statements/financial information reflect total assets of Rs. NIL as at 31st March 2019 and the total revenue of Rs. NIL for the year ended on that date, as considered in the standalone financial statements/information of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of branches, is based solely on the report of such branch auditors. **N.A.**

Our opinion is not modified in respect of these matters.

### **Report on Other Legal and Regulatory Requirements**

1. As required by 'the Companies (Auditor's Report) Order, 2016 ("the Order") , issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, ,we give in the Annexure 'I' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) In our opinion, the company has, in all material respects reasonably adequate internal financial controls system over financial reporting, keeping in view the size of the company, and nature of its business. Such Internal financial controls over the financial reporting were operating effectively as on 31.03.2019, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note “ Audit of Internal Financial Controls Over Financial Reporting “ issued by The institute of Chartered accountants of India.

(g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations on its financial position in its financial statements.
- ii. According to the information and explanations provided to us, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For KRISHAN RAKESH & CO.  
CHARTERED ACCOUNTANTS  
Firm Regn No. 009088N**

**PLACE : DELHI  
DATED : 10/05/2019**

**(K.K.GUPTA)  
PARTNER  
M No. 087891**

**ANNEXURE - I REFERRED TO IN PARAGRAPH 1 OF THE AUDITORS' REPORT ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2019**

1. a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.  
  
b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.  
  
c) According to information & explanation given to us, company does not have any immovable property.
2. The Company has no Inventory during the year under Audit.
3. As informed to us the company has not granted loans, secured or unsecured, to companies, firms, Limited Liability Partnership (LLP) or other parties covered in the register maintained under section 189 of the Companies Act.
4. According to the information and explanations given to us, the company has complies with section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security provided.
5. According to the information and explanations given to us the company has not accepted any deposits, in terms of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court of any other Tribunal.
6. In respect of business activities of the company, maintenance of cost records has not been specified by the Central Government under sub-section (I) of section 148 of the Companies Act 2013.
7. a) As per information and explanations given to us, the company is regular in depositing undisputed statutory dues including provident fund, employees 'state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. There are no outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.  
  
b) We According to information and explanations given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess, Octroi, entry tax and other statutory dues which have not been deposited on account of any dispute.
8. The company has not obtained any loan from Financial Institution, Banks, and Government during the year under Audit. There are no loans from Government and the company has not issued any debentures.
9. The company has not obtained any Term Loans during the year under audit .The company has not raised any money during the year by way initial or further public offer.

10. Based upon the audit procedures performed and information and explanations given by the management, we report that, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the course of our audit for the year ended 31.03.2019.
11. According to the information and explanations given to us, the company has not provided any managerial remuneration for the year under audit.
12. The provisions of clause (xii) of the order are not applicable as the company is not a Nidhi Company as specified in the clause.
13. According to information and explanations given to us we are of the opinion that Company has not entered into any related party transaction for the year under audit.
14. According to information and explanations given to us the company has not made any preferential allotment or private placement of shares or debentures during the year.
15. According to information and explanation given to us the company has not entered into any non-cash transaction with the director or any person connected with him during the year.
16. According to the information and explanations given to us, In view of its business activities, the company has obtained registration under section 45IA of Reserve Bank of India Act, 1934.

**FOR KRISHAN RAKESH & CO.  
CHARTERED ACCOUNTANTS  
Firm Regn No. 009088N**

**PLACE : DELHI  
DATED : 10/05/2019**

**(K.K. GUPTA)  
PARTNER  
M.No. 087891**

**BAZEL INTERNATIONAL LIMITED**

**BALANCE SHEET AS AT 31st MARCH, 2019**

PARTICULARS	Notes	AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
<b><u>EQUITY &amp; LIABILITIES</u></b>			
<b><u>SHAREHOLDERS' FUNDS</u></b>			
SHARE CAPITAL	2	1,45,50,000	1,45,50,000
RESERVES & SURPLUS	3	11,66,38,274	12,63,81,224
		<b>13,11,88,274</b>	<b>14,09,31,224</b>
<b><u>NON CURRENT LIABILITIES</u></b>			
Long Term Borrowings	4	24,87,382	1,09,12,122
Long Term Provision	5	2,93,100	2,93,300
		<b>27,80,482</b>	<b>1,12,05,422</b>
<b><u>CURRENT LIABILITIES</u></b>			
OTHER CURRENT LIABILITIES	6	2,81,315	6,77,360
SHORT TERM PROVISION	7	0	0
		<b>2,81,315</b>	<b>6,77,360</b>
<b>TOTAL</b>		<b>13,42,50,071</b>	<b>15,28,14,006</b>
<b><u>ASSET</u></b>			
<b><u>NON CURRENT ASSETS</u></b>			
FIXED ASSETS			
TANGIBLE ASSETS	8	48,709	62,936
NON CURRENT INVESTMENTS	9	1,44,03,300	3,24,73,350
LONG TERM LOANS AND ADVANCES	10	11,53,970	11,53,970
		<b>1,56,05,979</b>	<b>3,36,90,257</b>

-: 2 :-

PARTICULARS	Notes	AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
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**CURRENT ASSETS**

CASH & CASH EQUIVALENTS	11	4,87,089	13,20,040
SHORT TERM LOANS & ADVANCES	12	11,81,57,003	11,78,03,709
		11,86,44,092	11,91,23,749
<b>TOTAL</b>		<b>13,42,50,071</b>	<b>15,28,14,006</b>

**Significant Accounting Policies**

1

The accompanying NOTES form an integral part of these financial statements.

In terms of our report of even date annexed

**For KRISHAN RAKESH & CO.  
CHARTERED ACCOUNTANTS**

Sd/-

**K.K. GUPTA  
PARTNER**

Sd/-

**Pankaj Dawar  
Managing Director  
DIN: 06479649**

Sd/-

**Shweta Dawar  
Director  
DIN: 07171996**

**Address:**

**98-B, Sector-  
18, Platinum  
Enclave,  
Rohini, Delhi  
110089**

**Address: 98-B,  
Pocket-I, Platinum  
Enclave, Sector-18,  
Rohini, Sector-15,  
New Delhi, 110089**

**PLACE : DELHI**

**DATED : 10/05/2019**

Sd/-

**Manish Kumar  
Gupta**

**CFO**

**PAN: ATPPG5276J  
Address:**

**Hastsal Road, C-  
207 Uttam Nagar,  
New Delhi 110059**

Sd/-

**Gagan Deep  
Gupta  
Company  
Secretary  
Address: B-5,  
South Anarkali,  
Old Post Office,  
Delhi - 110051**



**BAZEL INTERNATIONAL LIMITED**

**STATEMENT OF PROFIT & LOSS FOR THE  
YEAR ENDED 31st MARCH, 2019**

PARTICULARS	Notes	YEAR ENDED 31.03.2019 Rs.	YEAR ENDED 31.03.2018 Rs.
<b><u>REVENUE</u></b>			
REVENUE FROM OPERATIONS	13	78,67,626	1,37,06,805
OTHER INCOME	14	11,650	2,92,380
<b>TOTAL REVENUE</b>		<b>78,79,276</b>	<b>1,39,99,185</b>
 <b><u>EXPENDITURE</u></b>			
CHANGE IN INVENTORIES	15	0	5,673,400
FINANCE COST	16	6,99,471	3,32,719
EMPLOYEE BENEFITS EXPENSES	17	19,20,344	17,05,024
DEPRECIATION & AMORTIZATION EXPENSE	8	14,227	54,748
OTHER EXPENSES	18	1,49,78,384	38,57,805
<b>TOTAL EXPENSES</b>		<b>1,76,12,426</b>	<b>1,16,23,696</b>
<b>PROFIT / ( LOSS ) BEFORE EXCEPTIONAL &amp; EXTRAORDINARY ITEMS &amp; TAX</b>		<b>(97,33,150)</b>	<b>23,75,488</b>
<b>TAX EXPENSES:</b>			
<b><u>CURRENT TAX</u></b>			
CURRENT YEAR		0	4,52,700
INCOME TAX ADJ EARLIER YEAR		10,000	(69,852)
<b><u>DEFERRED TAX</u></b>			
CURRENT YEAR		0	0
<b>PROFIT FOR THE YEAR</b>		<b>(97,43,150)</b>	<b>19,92,640</b>

-: 2 :-

PARTICULARS	Notes	YEAR ENDED 31.03.2019 Rs.	YEAR ENDED 31.03.2018 Rs.
Add: Contingent Provisions against Standard Assets		2,93,300	1,77,700
Less: Contingent Provisions against Standard Assets		2,93,100	293,300
Profit T/F to Balance Sheet		(97,42,950)	18,77,040
<b>EARNING PER SHARE (BASIC / DILUTED) (Rs.) (After Contingent Provisions)</b>		(6.70)	1.29

**Significant Accounting Policies**

**1**

The accompanying NOTES form an integral part of these financial statements.

**For KRISHAN RAKESH & CO.  
CHARTERED ACCOUNTANTS**

Sd/-  
K.K. GUPTA  
PARTNER

Sd/-  
Pankaj Dawar  
Managing  
Director  
DIN: 06479649

Sd/-  
Shweta Dawar  
Director  
DIN: 07171996  
Address:

Address: 98-B,  
Pocket-I,  
Platinum  
Enclave, Sector-  
18, Rohini,  
Sector-15, New  
Delhi, 110089

98-B, Sector-  
18, Platinum  
Enclave,  
Rohini, Delhi  
110089

**PLACE : DELHI**

**DATED : 10/05/2019**

Sd/-  
Manish Kumar  
Gupta  
  
CFO

Sd/-  
Gagan Deep  
Gupta  
Company  
Secretary  
Address: B-5,  
South Anarkali,  
Old Post Office,  
Delhi - 110051

PAN:  
ATPPG5276J  
Address:  
Hatsal Road, C-  
207 Uttam  
Nagar, New  
Delhi 110059

**NOTE - 1: SIGNIFICANT ACCOUNTING POLICIES**

**I. Basis of preparation of financial statements:**

These financial statements have been prepared to comply with Accounting Principles Generally accepted in India (Indian GAAP), the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees.

**Use of estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities as at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods. The management believes that the estimates made in the preparation of the financial statements are prudent and reasonable

**II. Income and Expenditure**

Income and Expenditure are accounted for on accrual basis except finance charges and interest on bad & doubtful debts which is recognized as per IRAC norms of RBI guidelines.

**III. Tangible Fixed Assets & Depreciation**

a) Fixed Assets are stated at their original cost of acquisition inclusive of inward freight, duties and expenditure incurred in their acquisition, construction / installation.

b) Depreciation is calculated on pro-rata basis from the date of additions, except in case of assets costing Rs. 5,000 or less, where each such asset is fully depreciated in the year of purchase. Depreciation on assets sold / discarded during the year is provided till the date of such sale / disposal. Depreciation is charged under the Straight Line Method in accordance with the rates and manner specified in Schedule II to the Companies Act, 2013.

**c) IMPAIRMENT OF ASSETS**

The carrying amount of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/ external factors. An impairment loss is recognized wherever the carrying amount of asset exceeds its recoverable amount.

**IV. Investments**

Investment has been bifurcated into 'long term' and 'current' categories as per RBI Norms. Long term investment is valued at cost and current investment at cost or market value whichever is less. However, provision is being made where diminution in the value of long term investment other than temporary.

**V. INVENTORIES**

Inventories of shares have been valued at cost.

**VI. LOANS & ADVANCES**

Loans and Advances are classified in accordance with IRAC norms issued by RBI.

**VII. EMPLOYEE BENEFITS**

The Provident fund and ESIC are not applicable to the Company.

The company has not made the provision of gratuity on the basis of actuarial valuation as on 31.03.2019.

**VIII.** Dividend is accounted for as and when it is declared.

**IX. Cash and cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less

**X. Provision, Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

**a. Provision for Non-Performing Assets**

Provision for standard and non-performing assets

- In accordance with Prudential Norms, contingent provision at 0.25% has been created on outstanding standard assets
- In accordance with Para 10 of Prudential Norms, the Company has shown provision for loans under 'Provisions' forming part of 'Current liabilities and provisions'

Provision for non-performing assets is recorded at rates which are equal to or higher than the rates specified by Reserve Bank of India in their guidelines on prudential norms. The rates used by the Company are as follows:

Asset Classification	Period of Arrears (in Months)	Rates as per Company percentage of Portfolio
Standard	0 – 1	0.25
Substandard	1 – 2	10
Substandard	2 – 3	25
Doubtful	3 – 4	50
Loss	Above 4	100

**XI.** Unless specifically stated to be otherwise, these policies are consistently followed.

**BAZEL INTERNATIONAL LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2019**

PARTICULARS	YEAR ENDED 31.03.2019	YEAR ENDED 31.03.2018
<b><u>A. CASH FLOW FROM OPERATING ACTIVITIES :</u></b>		
Net Profit before tax and extraordinary items	(97,33,150)	23,75,488
Adjustments for :		
Depreciation & Amortisations	14,227	54,748
Income on Sale of Investments	(1,30,000)	(10,62,107)
<b>Operating profit before working capital changes</b>	<b>(98,48,923)</b>	<b>13,68,130</b>
Adjustments for :		
Trade and other receivables	(3,53,294)	(3,44,58,045)
Inventories	0	56,73,400
Trade Payables	(3,96,045)	(1,31,158)
<b>Cash generated from operations</b>	<b>(1,05,98,261)</b>	<b>(2,75,47,674)</b>
Direct taxes paid (net of refunds)	(10,000)	(4,05,671)
<b>Net cash inflow/(outflow) in course of operating activities</b>	<b>(1,06,08,261)</b>	<b>(2,79,53,345)</b>
<b><u>B. CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
(Purchase)/sale of fixed assets	0	0
Purchase of investments	(10,00,000)	0
Sale of investments	1,92,00,050	1,18,84,200
<b>Net cash inflow/(outflow) in course of investing activities</b>	<b>1,82,00,050</b>	<b>1,18,84,200</b>
<b><u>C. CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Proceeds from issue of share capital (including share premium & net of share issue expenses)	0	0
Share application money received	0	0

Long Term Borrowings	(84,24,740)	59,12,122
<b>Net cash inflow/(outflow) in course of financing activities</b>	<b>(84,24,740)</b>	<b>59,12,122</b>
<b>Net increase in Cash and Cash Equivalents</b>	<b>(8,32,951)</b>	<b>(1,01,57,023)</b>
Add: cash & cash equivalents at the beginning of year	13,20,040	1,14,77,063
<b>Cash &amp; cash equivalents at the close of the year</b>	<b>4,87,089</b>	<b>13,20,040</b>

**Notes:**

**For KRISHAN RAKESH & CO.**  
Chartered Accountants  
Registration No.: 009088N

**For and on Behalf of the Board**  
**BAZEL INTERNATIONAL LIMITED**

**K.K. GUPTA**  
PARTNER  
Membership No.: 087891

**Managing Director**  
**Pankaj Dawar**  
**DIN: 06479649**

**Address: 98-B, Pocket-I, Platinum Enclave, Sector-18, Rohini, Sector-15, New Delhi, 110089**

**Director**  
**Shweta Dawar**  
**DIN: 07171996**  
**Address:**  
**98-B, Sector-18, Platinum Enclave, Rohini, Delhi 110089**

Place: New Delhi

Date : 10/05/2019

**CFO**  
**Manish Kumar Gupta**

**PAN:**  
**ATPPG5276J**  
**Address:**  
**Hastal Road, C-207 Uttam Nagar, New Delhi 110059**

**Company Secretary**  
**Gagan Deep Gupta**  
**Address: B-5, South Anarkali, Old Post Office, Delhi - 110051**

## BAZEL INTERNATIONAL LIMITED

PARTICULARS	AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
<b><u>NOTE - 2 : SHARE CAPITAL</u></b>		
<b><u>Authorised</u></b>		
15,00,000 Equity Shares of Par Value of Rs. 10/- each (Previous Year 15,00,000 Shares of Par Value of Rs.10/- each)	<b>15,000,000</b>	15,000,000
	<b>15,000,000</b>	15,000,000
<b><u>Issued, Subscribed &amp; paid up</u></b>		
14,55,000 Equity Shares of Par Value of Rs 10/- each (Previous Year 14,55,000 Shares of Par Value of Rs.10/- each) ( Out of the above 9,70,000 shares have been issued as fully paid up by way of bonus shares by capitalization of accumulated profits )	<b>14,550,000</b>	14,550,000
	<b>14,550,000</b>	14,550,000

a) The reconciliation of number of shares outstanding and the amount of Share Capital as at the opening and closing dates is set out below:

PARTICULARS	No. of Shares	No. of Shares
<b>No. of Shares outstanding at the beginning of the period</b>	<b>1,455,000</b>	1,455,000
Addition during the year	<b>0</b>	0
<b>No. of Shares outstanding at the end of the period</b>	<b>1,455,000</b>	1,455,000

b)\*The Company has one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share with a right to receive per share dividend declared by the Company. In the event of liquidation, the equity shareholders are entitled to receive remaining assets of the Company (after distribution of all preferential amounts) in the proportion of equity shares held by the shareholders.

c) Following Shareholders hold equity shares more than 5% of the total equity shares of the company at the end of the period :

Person	% age No. of shares (2018-19)	% age No. of shares (2017-18)
VA Realcon Pvt. Ltd.	<b>2,10,250(14.45%)</b>	2,79,000(19.18%)
Durgesh Merchants Ltd.	<b>2,67,000(18.35%)</b>	2,67,000(18.35%)
B2C Eventures Pvt. Ltd.	<b>1,59,600(10.97%)</b>	1,59,600(10.97%)

d) Bonus Shares issued during the last 5 Years:-

The company has issued 9,70,000 bonus shares during the financial year 2015-16



## BAZEL INTERNATIONAL LIMITED

PARTICULARS	AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
<b><u>NOTE - 3 : RESERVES &amp; SURPLUS</u></b>		
<b><u>Security Premium</u></b>		
Opening Balance	97,550,000	97,550,000
	<b>97,550,000</b>	97,550,000
<b><u>Statutory Reserve</u></b>		
As per Last balance Sheet	676,414	300,914
Transferred During The Year	0	375,500
	<b>676,414</b>	676,414
<b><u>Surplus</u></b>		
As per Last balance Sheet	28,154,810	26,653,270
Add: Net Profit after Tax transferred from Statement of Profit & Loss	(9,742,950)	1,877,040
	<b>18,411,860</b>	28,530,310
Less: Transferred to Statutory Reserve	0	375,500
Balance c/f	<b>18,411,860</b>	28,154,810
	<b>116,638,274</b>	126,381,224

## BAZEL INTERNATIONAL LIMITED

PARTICULARS		AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
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### NOTE -4 LONG TERM BORROWINGS

#### **Unsecured Loans**

From Limited Companies

2,487,382      10,912,122

<b>2,487,382</b>	10,912,122
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### NOTE -5 LONG TERM PROVISION

#### **Contingent Provision Against Standard Assets**

At the beginning of the year

293,300      177,700

Add: during the year

293,100      293,300

Less Earlier year Transfer (opening)

293,300      177,700

<b>293,100</b>	293,300
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### NOTE - 6 : OTHER CURRENT LIABILITIES

Amount Payable

0      102,571

Statutory Dues

63,954      54,310

Expenses Payable

217,361      520,479

<b>281,315</b>	677,360
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### NOTE - 7: SHORT TERM PROVISION

#### **For Income tax**

As per last balance sheet

0      22,823

Additions during the year

0      452,700

Amounts adjusted/paid during the year

0      (22,823)

Adjustment of Income Tax Paid / Tax deducted at source

0      (452,700)

<b>0</b>	0
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## BAZEL INTERNATIONAL LIMITED

### NOTES - 8 TO FINANCIAL STATEMENT TANGIBLE ASSET

DESCRIPTION	COST AS ON 1/04/2018	ADDITONS DURING THE YEAR	SALES/ ADJUSTMENTS	TOTAL AS ON 31/03/ 2019	DEPRECIATION				W.D.V	
					UPTO 1/04/2018	FOR THE YEAR	ADJUSTMENTS	TOTAL AS ON 31/03/ 2019	AS ON 31/03/ 2019	AS ON 31/03/ 2018
Air Conditioners	45,500	0	0	45,500	24,490	8,645	0	33,135	12,365	21,010
Furniture & Fixture	47,250	0	0	47,250	12,987	4,489	0	17,476	29,774	34,263
Computer & Printer	131,400	0	0	131,400	123,737	1,093	0	124,830	6,570	7,663
<b>CURRENT YEAR</b>	<b>224,150</b>	<b>0</b>	<b>0</b>	<b>224,150</b>	<b>161,214</b>	<b>14,227</b>	<b>0</b>	<b>175,441</b>	<b>48,709</b>	<b>62,936</b>
<b>PREVIOUS YEAR</b>	<b>224,150</b>	<b>0</b>	<b>0</b>	<b>224,150</b>	<b>106,466</b>	<b>54,748</b>	<b>0</b>	<b>161,214</b>	<b>62,936</b>	<b>117,684</b>

## BAZEL INTERNATIONAL LIMITED

PARTICULARS	AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
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### NOTE - 09 : NON CURRENT INVESTMENTS

#### Long Term Investments

#### Other Than Trade Investments

#### UNQUOTED

1,05,470 (3,01,470) Shares in Jainsons Rugs International Pvt Ltd of Rs. 10/- each fully Paid up.	<b>494,700</b>	494,700
56,665 (5,60,000) Shares in Delhi Automobile Ltd. of Rs. 30/- each fully Paid up.	<b>1,699,950</b>	16,800,000
11,469 (19,409) Shares in Nath Laminations Pvt. Ltd. of Rs. 500/- each fully Paid up.	<b>5,734,500</b>	9,704,500
1,00,000 (0) Shares in Avenue Trade Link Pvt. Ltd. of Rs. 10/- each fully Paid up.	<b>1,000,000</b>	0
25,500 (20,400) Shares in Shakumbari Motors and General Finance Ltd of Rs. 10/- each fully Paid up.	<b>2,550,000</b>	2,550,000
	<b>11,479,150</b>	29,549,200

#### QUOTED

#### **2800 (2800) Shares in Loyal Textile Ind. Ltd.**

of Rs. 10/- each fully Paid up.

#### **2,90,000 Shares in Durgesh Merchants Ltd**

of Rs. 10/- each fully Paid up.

	<b>24,150</b>	24,150
	<b>2,900,000</b>	2,900,000
	<b>2,924,150</b>	2,924,150

#### **TOTAL INVESTMENTS**

	<b>14,403,300</b>	32,473,350
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#### **Quoted Investments**

Book Value	<b>2,924,150</b>	2,924,150
Market Value	<b>4,067,740</b>	2,924,150

#### **Unquoted Investments**

Book Value	<b>11,479,150</b>	29,549,200
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- a) Non-Current investments have been valued considering the significant accounting policy no.1 (iv) disclosed in Note no. 1 to these financial statement.
- b) Figures in bracket represent previous year figures.

## BAZEL INTERNATIONAL LIMITED

PARTICULARS	AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
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### **NOTE - 10 : LONG TERM LOANS & ADVANCES**

( Unsecured Considered Good )

Advance Tax & Tds Recoverable	1,153,970	1,153,970
	<b>1,153,970</b>	1,153,970

### **NOTE - 11 : CASH & BANK BALANCES**

#### **Cash& Cash Equivalents**

Balances With Banks - in current accounts	59,810	1,319,028
Cash on hand	427,279	1,012
	<b>487,089</b>	1,320,040

### **NOTE - 12 : SHORT TERM LOANS AND ADVANCES**

(Unsecured Considered good unless otherwise stated)

Balance with Revenue Authorities	482,796	420,117
Advances	126,823,500	117,300,970
Less : Provison for doubtful debts	(9,600,000)	0
Income Tax Advances	450,707	32,622
Amount recoverable in cash or kind	0	50,000
	<b>118,157,003</b>	117,803,709

## BAZEL INTERNATIONAL LIMITED

PARTICULARS	AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
-------------	----------------------------	----------------------------

### NOTE - 13 : REVENUE FROM OPERATIONS

Sale of Shares	0	5,388,620
Profit on sale of Investments	130,000	1,062,107
Interest Income	7,737,626	7,256,078
	<b>7,867,626</b>	13,706,805

### NOTE - 14 : OTHER INCOME

Creditors W/off	11,650	0
Management & Consultancy Fee	0	289,000
Interest on Income tax refund	0	3,380
	<b>11,650</b>	292,380

## BAZEL INTERNATIONAL LIMITED

PARTICULARS	AS AT 31.03.2019 Rs.	AS AT 31.03.2018 Rs.
<b><u>NOTE - 15 : CHANGE IN INVENTORIES</u></b>		
<b><u>Opening Stock</u></b>		
Shares	0	5,673,400
<b>TOTAL 'A'</b>	<b>0</b>	5,673,400
<b><u>Closing Stock</u></b>		
Shares	0	0
<b>TOTAL 'B'</b>	<b>0</b>	0
	<b>0</b>	5,673,400
<b><u>NOTE - 16 : FINANCIAL CHARGES</u></b>		
Interest (Others)	699,471	332,719
	<b>699,471</b>	332,719.00
<b><u>NOTE - 17 : EMPLOYEE BENEFITS EXPENSE</u></b>		
Salaries, Wages & Allowances	1,845,632	1,615,790
Staff Welfare & Amenities	74,712	89,234
	<b>1,920,344</b>	1,705,024
<b><u>NOTE - 18 : OTHER EXPENSES</u></b>		
<b><u>Administrative Expenses</u></b>		
Printing and stationery	95,736	56,208
Bank Charges	2,065	1,692
Office rent	30,000	141,000
Communication Expenses	27,432	25,847
Miscellaneous Expenses	403,508	437,284
<b><u>Auditors Remuneration</u></b>		
- Audit Fees	30,000	30,000
- Other Matters	25,450	15,275
Legal & Professional Charges	60,900	249,850
Advertisement	22,698	29,122
Business promotion expenses	116,431	147,527
Repair and Maintenance	50,102	69,231
Travelling & conveyance	380,062	374,769
Provision for doubtful debts	9,600,000	0
Irrecoverable Balances Written off	4,134,000	2,280,000
	<b>14,978,384</b>	3,857,805

**BAZEL INTERNATIONAL LIMITED**

**OTHER NOTES ON ACCOUNTS**

	<b>AS AT 31.03.2019</b>	<b>AS AT 31.03.2018</b>
<b>19. <u>COMMITMENTS</u></b>		
a) Estimated amount of contracts Remaining to be executed on Capital Account and not provided for :	<b>NIL</b>	<b>NIL</b>
b) Letters of Credit opened in favour of inland/overseas suppliers	<b>NIL</b>	<b>NIL</b>
<b>20. <u>Contingent Liabilities not provided for :-</u></b> (excluding matters separately dealt with in other notes)		
a) Counter guarantees issued to Bankers in respect of guarantees issued by them	<b>NIL</b>	<b>NIL</b>
b) Guarantees issued on behalf of Ltd. Co's	<b>NIL</b>	<b>NIL</b>
21. Value of Imports on CIF Basis	<b>NIL</b>	<b>NIL</b>
22. Earning in Foreign Currency	<b>NIL</b>	<b>NIL</b>
23. Expenditure in Foreign Currency	<b>NIL</b>	<b>NIL</b>

**24. PARTICULARS OF SALES & STOCKS**

	<b><u>CURRENT YEAR Value</u></b>	<b><u>PREVIOUS YEAR Value</u></b>
<b><u>OPENING STOCK</u></b>		
Shares	<b>0</b>	<b>56,73,400</b>
<b><u>PURCHASE</u></b>		
Shares	<b>0</b>	<b>53,88,620</b>
<b><u>SALES</u></b>		
Shares	<b>0</b>	<b>0</b>
<b><u>CLOSING STOCK</u></b>		
Shares	<b>0</b>	<b>0</b>



25. In the opinion of the Board, all Current Assets, Loans & Advances (Except where indicated otherwise) collectively have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.
26. Balance confirmation certificates from parties, as appearing in the Balance Sheet under the heads '**Loans & Advances**' on the assets side of the Balance Sheet are subject to confirmations of balances to the extent received have been reconciled/under reconciliation.
27. Provision regarding Provident fund and Gratuity Act, 1972 are not applicable to the company during the year under reference.
28. The company is engaged in the business of non-banking financial activity. Since all the activities relate to main activity, in the opinion of the management, there is only one business segment in terms of AS-17 on segment reporting issued by ICAI.

**29. Related Party Disclosures:**

In accordance with the Accounting Standards (AS-18) on Related Party Disclosure, where control exists and where key management personnel are able to exercise significant influence and, where transactions have taken place during the year, along with description of relationship as identified, are given below:-

**Key Managerial Personnel**

Mr. Pankaj Dawar	-	Managing Director
Mr. Manish Kumar Gupta	-	CFO
Mr. Gagan Deep Gupta	-	Company Secretary (Part of the Year)
Ms. Pooja Chugh	-	Company Secretary (Part of the Year)

The following transactions were carried out with related parties in the ordinary course of business:-

Description	Key Managerial Personnel/ Relatives	
	Y.E. 31.03.2019	Y.E. 31.03.2018
<b>Remuneration</b>		
Sh. Manish Kumar Gupta	<b>6,49,821</b>	5,59,193
Mr. Gagan Deep Gupta	<b>3,14,251</b>	0
Ms. Pooja Chugh	<b>57,916</b>	1,77,557

30. Tax Expense is the aggregate of current year tax and deferred tax charged to the Profit and Loss Account for the year.

Income Tax provision of Rs. NIL- (P.Y. 4,52,700) has been made as per Income Tax Act.

31. Earnings per share (EPS) – The numerators and denominators used to calculate Basic and Diluted Earning per share:

	<b>Year Ended 31.03.2019</b>	Year Ended 31.03.2018
Profit attributable to the Equity Shareholders – (A) (Rs )	<b>(97,42,950)</b>	18,77,040
Basic/ Weighted average number of Equity Shares outstanding during the year (B)	<b>14,55,000</b>	14,55,000
Nominal value of Equity Shares (Rs)	<b>10</b>	10
Basic/Diluted Earnings per share (Rs) – (A)/(B)	<b>(6.70)</b>	1.29
<b>Calculation of profit attributable to Shareholders</b>		
Profit Before Tax	<b>(97,33,150)</b>	23,75,488
Less : Provision for Tax /Deferred Tax	<b>0</b>	4,52,700
Less : Income Tax Adjustment	<b>10,000</b>	(69,852)
Less: Contingent Provisions against Standard Assets	<b>200</b>	1,15,600
Profit attributable to Shareholders	<b>(97,42,950)</b>	18,77,040

32. Figures for the previous year have been regrouped or recasted wherever necessary.
33. Disclosure of details as required by revised para 13 of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007, earlier para 9BB of Non- Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

**Liabilities Side:**

**(Rs. In Lacs)**

	Particulars	Year ending 31.03.2019		Year ending 31.03.2018	
		Amount outstanding	Amount overdue	Amount outstanding	Amount overdue
(1)	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :				
	a) Debentures				
	: Secured				
	: Unsecured (other than falling within the meaning of public (deposits)	-	-	-	-
	(b) Deferred Credits	-	-	-	-

(c)	Term Loans	0	-	0	-
(d)	Inter-corporate loans and borrowing	24.87	-	109.12	-
(e)	Commercial Paper	-	-	-	-
(f)	Other Loans (specify nature)	-	-	-	-
	- Loans from Bank	-	-	-	-

### **Assets Side**

		Amount outstanding	Amount outstanding
(2)	Break-up of loans and advances including bills receivables (other than those included in (4) below :-		
	a) Secured	-	-
	b) Unsecured	1268.24	1173.01
(3)	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial lease	-	-
	(b) Operating lease	-	-
	(ii) Stock on hire including hire charges under sundry debtors :		
	(a) Assets on hire	-	-
	(b) Repossessed Assets	-	-
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed	-	-
	(b) Loans other than (a) above	-	-

<p>Break-up of Investments (4) :</p> <p>Current Investments :</p> <p>1. <u>Quoted</u> :</p> <p>(I) Shares : (a) Equity - (b) Preference -</p> <p>Debentures and (ii) Bonds -</p> <p>Units of mutual (iii) funds -</p> <p>Government (iv) Securities -</p> <p>(v) Others (please specify) -</p>		
--	--	--

<p>1. <u>Unquoted</u> :</p> <p>(I) Shares : (a) Equity - (b) Preference -</p> <p>Debentures and (ii) Bonds -</p> <p>Units of mutual (iii) funds -</p> <p>Government (iv) Securities -</p> <p>(v) Others (please specify) -</p> <p>Long Term investments :</p> <p>1. <u>Quoted</u> :</p> <p>Shares (I) : (a) Equity 29.24 29.24 (b) Preference -</p> <p>Debentures and (ii) Bonds -</p> <p>Units of mutual (iii) funds -</p> <p>Government (iv) Securities -</p> <p>(v) Silver -</p>		
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<p>2. <u>Unquoted</u> :</p> <p>Shares (a) (i) : Equity 114.79 295.49 (b) Preference -</p> <p>(ii) Debentures and Bonds -</p> <p>(iii) Units of mutual funds -</p> <p>(iv) Government Securities -</p> <p>(v) Others (please specify) -</p>		
--	--	--

(5) Borrower group-wise classification of assets financed as in (2) and (3) above :-

Category	Amount net of provision			Amount net of provision		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related Parties						
a Subsidiaries	-	-	-	-	-	-
b Companies in the same group	-	-	-	-	-	-
c Other related parties	-	-	-	-	0	0
Other than related parties	-	1268.24	1268.24	-	1173.01	1173.01
<b>Total</b>	-	1268.24	1268.24	-	1173.01	1173.01

(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :

Category	Current Year		Previous Year	
	Market Value/ Break-up or fair value or NAV	Book Value (Net of Provisions)	Market Value/ Break-up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties				
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	0	0	0	0
(c) Other related parties	-	-	0	0
2. Other than related parties	0	0	0	0

7 Other Information

Particulars	Current Year Amount	Previous Year Amount
(i) Gross Non-Performing Assets		
a) Related parties	-	-
b) Other than related parties	-	-
ii) Net Non-Performing Assets		
a) Related parties	-	-
b) Other than related parties	-	-
iii) Assets acquired in satisfaction of debt	-	-

Note: In case of Investments in unquoted shares, it is assumed that market value is same as book value.

**For KRISHAN RAKESH & CO.**

Chartered Accountants

Registration No.: 009088N

**K.K. GUPTA**

PARTNER

Membership No.: 087891

Place: New

Delhi

Date :

10/05/2019

**For and on Behalf of the Board**

**BAZEL INTERNATIONAL LIMITED**

**Managing Director**

**Pankaj Dawar**

**DIN: 06479649**

**Address: 98-B, Pocket-I, Platinum Enclave, Sector-18, Rohini, Sector-15, New Delhi, 110089**

**CFO**

**Manish Kumar Gupta**

**PAN: ATPPG5276J**

**Address:**

**Hastsal Road, C-207  
Uttam Nagar, New  
Delhi 110059**

**Director**

**Shweta Dawar**

**DIN: 07171996**

**Address:**

**98-B, Sector-18, Platinum Enclave, Rohini, Delhi 110089**

**Company Secretary**

**Gagan Deep Gupta  
Address: B-5, South Anarkali, Old Post Office, Delhi - 110051**

# **BAZEL INTERNATIONAL LIMITED**

## **GROUPINGS**

<b>DESCRIPTION</b>	<b>31/03/2019 Rs.</b>	<b>31/03/2018 Rs.</b>
<b><u>UNSECURED LOANS</u></b>		
Centutry Business Corporations	0	1,090,000
RUSV Real Estate Limited	1,235,985	0
Vigour Propbuild (OPC) Pvt Ltd	0	1,658,569
Zalika Real Estate Ltd	1,251,397	0
Shubh Samvid (OPC) Pvt Ltd	0	8,163,553
	<b>2,487,382</b>	<b>10,912,122</b>
<b><u>Expenses Payable</u></b>		
Rent Payable	15,000	309,000
Salary Payable	124,979	118,240
Internal Audit Fees Payable	45,000	45,000
Modern Advertising	882	0
Mohit Singhal & Associates	1,500	0
National Depository Services Ltd	0	5,750
Divyanshu Sahni & Associates	0	3,639
Experian Credit Information Company Ltd	0	5,900
Web Research Foundation	0	2,950
Audit Fees Payable	30,000	30,000
	<b>217,361</b>	<b>520,479</b>
<b><u>Detail of Tax Deducted at Source</u></b>		
Income Tax	8,900	8,900
Income Tax Refunds	129,660	129,660
I Tax upto 2010	775,306	775,306
I.Tax A.Y. 2016-17	240,104	240,104
	<b>1,153,970</b>	<b>1,153,970</b>

## I Tax Advances

I Tax A.Y. 2018-19	22,622	485,322
I Tax A.Y. 2019-20	428,085	0

450,707	485,322
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## Details Of Loans

Azad Singh & Vidya Devi	5,079,274	0
Ambe Trade Link Pvt. Ltd.	4,432,634	4,156,642
Avenue Tradelink Private Limited	3,439,579	7,922,878
Bharti Kapoor	0	2,191,738
Chaman Lal Bajaj	15,070,076	14,072,576
Chromium Conbuild Pvt. Ltd.	12,400,944	2,539,507
Dhingra Buildwell Pvt. Ltd.	3,083,219	0
Gagan Kumar	1,933,505	2,139,780
Glance Advisors Pvt.Ltd.	22,944,511	21,739,571
Lawmax Management Consultant Pvt. Ltd.	558,705	0
Harshit	2,100,000	2,289,000
Harshita	0	3,270,000
Lawmax Management Consultant Pvt. Ltd.	0	1,423,424
New Automobiles	1,000,000	724,510
Nisha Devi	17,166,036	4,531,813
Pankaj Dawar	1,030,390	0
Rohit Dalmia	350,000	0
Reshma Sardana	1,126,986	1,036,986
Seema Bajaj	4,249,055	3,916,055
Shine Propbuild Pvt Ltd	2,438,740	9,580,294
Shree Manidhari International	354,477	3,138,477
Sanjay Om Prakash Infratech	8,048,637	0
SS Alhawat	5,000,000	5,450,000
Umesh Kapoor	0	13,792,358
Vigour Propbuild (OPC) Pvt Ltd	1,046,371	0
Vebhav Yarns	2,500,000	2,725,000
Vineeta Gupta	11,470,361	10,660,361

<b>Total</b>	<b>126,823,500</b>	<b>117,300,970</b>
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117,223,500 117,300,970

Pro. Rate 0 0.25%

Provision Amount 293,059 293,252

**Provision Made in B/s** 293,100 293,300



**AMOUNT PAYABLE**

Siddharth Agro Food Bank	0	37,307
Oracle Conbuild Pvt. Ltd.	0	65,264

0	102,571
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**Statutory Dues**

TDS	63,954	54,310
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63,954	54,310
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**Balance with Revenue Authorities**

CGST	412,024	404,445
SGST	23,702	15,223
IGST	47,070	450

482,796	420,117
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**Bank Balances**

Canara Bank	18,702	18,702
ICICI Bank	19,732	19,732
Kotak Mahindra Bank	21,376	1,280,594

59,810	1,319,028
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**Salaries & Allowances**

Salary to Staff	1,845,632	1,615,790
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1,845,632	1,615,790
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**Miscellaneous Expenses**

ROC Filing Fees	4,800	43,700
AGM/ EGM Expenses	28,901	24,050
Annual Fees	28,749	10,445
BSE Listing Fees	250,000	250,000
RTA Fees		0
Credit Rating Fees		5,000
Donation		0
TDS Return Filling fees		0
Folio Maintenance Charges		0
DMAT Service Charges	1,250	0
Interest on Late Payment of TDS		2,700
E-Voting Expenses		0
Miscellaneous Expenses	89,805	96,194
Website Maintenance Charges		5,000
Round Off	3	195

403,508	437,284
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**Travelling & conveyance**

Conveyance Expenses	129,250	78,102
Travelling & conveyance	250,812	296,667
	<b>380,062</b>	<b>374,769</b>

**Communication Expenses**

Communication Expenses		1,147
Postage & Telegram	27,432	24,700
	<b>27,432</b>	<b>25,847</b>

**Form No. MGT-11**

**Proxy Form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN: L65923DL1982PLC290287

Name of the Company: **Bazel International Limited**

Venue of the Meeting: **D-251, Ground Floor, Conference Hall, Defence Colony, New Delhi-110024.**

Date and Time: Monday, the 30<sup>th</sup> day of September, 2019 at 04:00 P.M.

I/We, being the member(s) of .....shares of the above named company, hereby appoint

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her

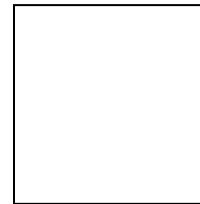
as my/our Proxy to attend vote (for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, the 30<sup>th</sup> day of September, 2019 at 04:00 P.M. at **D-251, Ground Floor, Conference Hall, Defence Colony, New Delhi-110024** and at any adjournment thereof) in respect of such resolutions as are indicated below:

S. No.	Resolution	Number of shares held	For	Against
<b>ORDINARY BUSINESS:</b>				
1.	Adoption of Consolidated/ Standalone Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 and the Reports 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.	To consider and approve the re-Appointment of Mr. Makhan Singh Kainth (DIN: 00215325) as an Independent Director of the Company for a second term of five consecutive years.			
4.	To consider and approve contribution to charitable Institution pursuant to Section 181 of companies act, 2013.			

Signed this ..... Day of .....2019  
Signature of shareholder.....  
Signature of Proxy holder(s) .....



**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

## ATTENDANCE SLIP

**Registered Folio / DP ID & Client ID**

**Name and Address of the Shareholder**

1. I hereby record my presence at the 37<sup>th</sup> Annual General Meeting of the Company being held on Monday, the 30<sup>th</sup> day of September, 2019 at 04:00 P.M. at **D-251, Ground Floor, Conference Hall, Defence Colony, New Delhi-110024.**

2. Signature of the Shareholder/Proxy Present

3. Shareholder/Proxy holder desiring to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

*NOTE: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.*

## ELECTRONIC VOTING PARTICULARS

<b>EVEN(Electronic Voting Number)</b>	<b>PASSWORD</b>	<b>USER ID</b>	<b>NO. OF SHARES</b>

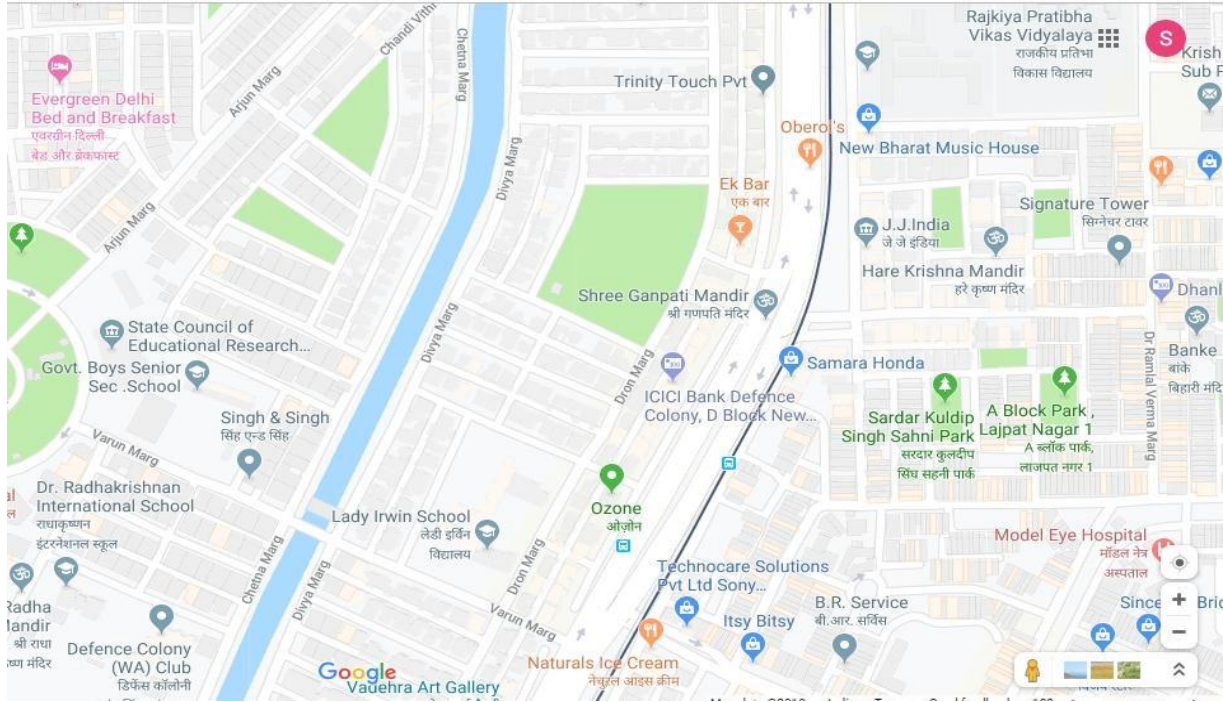
**The e-voting facility will be available during the following voting period:**

<b>Commencement of e-voting</b>	<b>From 09.00 A.M. on 26<sup>th</sup> September , 2019</b>
<b>End of e-voting</b>	<b>Upto 05.00 P.M. on 29<sup>th</sup> September, 2019</b>

**Notes:**

- (i) The cut-off date for the purpose of e-voting is 20<sup>th</sup> September, 2019.
- (ii) Please read the instructions printed under the Note to the Notice dated 31<sup>st</sup> August, 2019 of the 37<sup>th</sup> Annual General Meeting of the Company. The E-Voting period starts from 9:00 A.M on Thursday, 26<sup>th</sup> September, 2019 and ends at 5:00 P.M on Sunday, 29<sup>th</sup> September, 2019. The e-Voting module shall be disabled by NSDL for voting thereafter.

**Route Map for AGM of Bazel International Limited to be held on 30th September, 2019.**



If undelivered please return to:

**BAZEL INTERNATIONAL LIMITED**

**Regd. Office:** D-50E, 2<sup>nd</sup> Floor, Chattarpur Enclave, New Delhi- 110074

**E-mail:** bazelinternational@gmail.com