

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L65923DL1982PLC290287

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCB1474G

(ii) (a) Name of the company

BAZEL INTERNATIONAL LTD.

(b) Registered office address

II-B/20, First Floor  
Lajpat Nagar  
New Delhi  
South Delhi  
Delhi  
110024

(c) \*e-mail ID of the company

bazelinternational@gmail.com

(d) \*Telephone number with STD code

01146081516

(e) Website

www.bazelinternationallimited.com

(iii) Date of Incorporation

30/12/1982

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U74899DL1995PTC071324

Pre-fill

Name of the Registrar and Transfer Agent

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

D-153A, FIRST FLOOR  
OKHLA INDUSTRIAL AREA, PHASE-I

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

The AGM is scheduled to be held on 29th August, 2023

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	3,500,000	1,950,500	1,950,500	1,950,500
Total amount of equity shares (in Rupees)	35,000,000	19,505,000	19,505,000	19,505,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	3,500,000	1,950,500	1,950,500	1,950,500
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	35,000,000	19,505,000	19,505,000	19,505,000

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	8,000,000	7,107,503	7,107,503	7,107,503
Total amount of preference shares (in rupees)	80,000,000	71,075,030	71,075,030	71,075,030

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
10% Non-Convertible Non-Cumulative Redeemable				
Number of preference shares	8,000,000	7,107,503	7,107,503	7,107,503
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	80,000,000	71,075,030	71,075,030	71,075,030

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	711,750	743,250	1455000	14,550,000	14,550,000	
<b>Increase during the year</b>	0	495,500	495500	4,955,000	4,955,000	45,999,540
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	351,000	351000	3,510,000	3,510,000	31,590,000
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	144,500	144500	1,445,000	1,445,000	14,409,540
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	711,750	1,238,750	1950500	19,505,000	19,505,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	7,107,503	7107503	71,075,030	71,075,030	248,762,605
i. Issues of shares	0	7,107,503	7107503	71,075,030	71,075,030	248,762,605
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	7,107,503	7107503	71,075,030	71,075,030	

ISIN of the equity shares of the company

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	00	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

19,783,311.56

**(ii) Net worth of the Company**

434,160,162.82

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	9,000	0.46	7,107,503	100
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	<b>Total</b>	9,000	0.46	7,107,503	100

**Total number of shareholders (promoters)**

4

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	702,158	36	0	0
	(ii) Non-resident Indian (NRI)	31,300	1.6	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0



4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	1,208,042	61.93	0	0
10.	Others	0	0	0	0
	<b>Total</b>	1,941,500	99.53	0	0

**Total number of shareholders (other than promoters)**

294

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

298

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	159	294
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	5	1	4	9.03	0
(i) Non-Independent	1	2	1	1	9.03	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	4	9.03	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Pankaj Dawar	06479649	Managing Director	144,500	
Shweta Dawar	07171996	Director	0	
Prithvi Raj Bhatt	08192235	Director	0	
Pooja Bhardwaj	05158206	Director	0	
Makhan Singh Kainth	00215325	Director	0	03/04/2023
Preeti Puri	BNP6852E	Company Secretary	0	
Manish Kumar Gupta	ATPPG5276J	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Aruna	08582061	Director	11/01/2023	Cessation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	30/09/2022	234	13	22.05
EXTRA ORDINARY GENERAL MEETING	06/02/2023	289	47	15.67

## B. BOARD MEETINGS

\*Number of meetings held

15

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/04/2022	6	6	100
2	26/05/2022	6	5	83.33
3	30/06/2022	6	5	83.33
4	09/08/2022	6	5	83.33
5	07/09/2022	6	6	100
6	10/10/2022	6	5	83.33
7	14/11/2022	6	5	83.33
8	23/11/2022	6	5	83.33
9	07/12/2022	6	5	83.33
10	23/12/2022	6	6	100
11	11/01/2023	6	5	83.33
12	03/02/2023	5	4	80

## C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	26/05/2022	3	3	100
2	Audit Committee	09/08/2022	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
3	Audit Committee	07/09/2022	3	3	100
4	Audit Committee	14/11/2022	3	3	100
5	Audit Committee	14/02/2023	3	3	100
6	Nomination and Remuneration	09/08/2022	3	3	100
7	Nomination and Remuneration	05/09/2022	3	3	100
8	Nomination and Remuneration	10/10/2022	3	3	100
9	Stakeholders Forum	25/03/2023	3	3	100
10	Risk Management	20/03/2023	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Pankaj Dawar	15	15	100	2	2	100	
2	Shweta Dawar	15	15	100	10	10	100	
3	Prithvi Raj Bhatnagar	15	15	100	10	10	100	
4	Pooja Bhardwaj	15	15	100	11	11	100	
5	Makhan Singh	15	5	33.33	1	1	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of other directors whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Meenu G & Associates

Whether associate or fellow

Associate  Fellow

Certificate of practice number

26274

#### I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director

DIN of the director

06479649

#### To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

52702

Certificate of practice number

26274

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**BOARD MEETINGS**

S.no.	Date of Meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of Attendance
1	11.04.2022	6	6	100
2	26.05.2022	6	5	83.33
3	30.06.2022	6	5	83.33
4	09.08.2022	6	5	83.33
5	07.09.2022	6	6	100
6	10.10.2022	6	5	83.33
7	14.11.2022	6	5	83.33
8	23.11.2022	6	5	83.33
9	07.12.2022	6	5	83.33
10	23.12.2022	6	6	100
11	11.01.2023	6	5	83.33
12	03.02.2023	5	4	80.00
13	14.02.2023	5	4	80.00
14	18.02.2023	5	5	100
15	06.03.2023	5	5	100

**COMMITTEE MEETINGS**

S.no.	Type of Meeting	Date of Meeting	Total Number of directors associated as on the date of meeting	Attendance	
				Number of directors attended	% of Attendance
1	Audit Committee Meeting	26.05.2022	3	3	100
2	Audit Committee Meeting	09.08.2022	3	3	100
3	Audit Committee Meeting	07.09.2022	3	3	100
4	Audit Committee Meeting	14.11.2022	3	3	100
5	Audit Committee Meeting	14.02.2023	3	3	100
6	Nomination and Remuneration Committee Meeting	09.08.2022	3	3	100
7	Nomination and Remuneration	05.09.2022	3	3	100



	Committee Meeting				
8	Nomination and Remuneration Committee Meeting	10.10.2022	3	3	100
9	Stakeholders Relationship Committee Meeting	25.03.2023	3	3	100
10	Risk Management Committee	20.03.2023	3	3	100
11	Independent Directors Meeting	29.03.2023	3	3	100
12	Internal Complaints Committee Meeting	15.03.2023	3	3	100

**MEENU G. & ASSOCIATES**  
**(Company Secretaries)**  
**Corporate Office: 9089/2, Multani Dhandra, Pahar Ganj, New Delhi-110055**  
**Email: [csmeenu1@gmail.com](mailto:csmeenu1@gmail.com), Mobile: 8920888492**

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**Form No. MGT-8**

**[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies  
(Management and Administration) Rules, 2014]**

**CERTIFICATE BY COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records, books and papers of M/s **Bazel International Ltd. ("the Company")**, having CIN: L65923DL1982PLC290287 and Registered Office at II-B/20, First Floor Lajpat Nagar New 110024, as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under for the financial year ended on 31<sup>st</sup> March, 2023 ("the period under review"). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the end of the financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with the provisions of the Act & Rules made there under in respect of which I certify:
  1. that its status under the Act is an Indian Non-Government Listed Public Company limited by shares;
  2. maintenance registers/records mentioned below and making entries therein within the time prescribed therefore:
    - Register of contracts with related party and contracts in which Directors are interested under Section 189 of the Act.
    - Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act.
    - Register of Members under Section 88(1) (a) of the Act- maintained by RTA.
    - Register of Share Transfer under Section 56 of the Act-maintained by RTA.
    - Minutes Books under Section 118 of the Act.
    - Register of Beneficial owner under Section 90 of the Act
  3. filing the forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities in compliance with the provisions of the Companies Act, 2013; **(Attached as Annexure I)**

4. calling/convening/holding meetings of Board of Directors and its committees, and the meetings of the members of the Company on due dates as stated in the Annual return and in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed by the Chairman of the meeting within the stipulated time, details of meetings are mentioned in **Annexure-II**.
5. that the Register of Members and the Share Transfer Books were closed during the period from:
  - (a) 24<sup>th</sup> day of September, 2022 to 30<sup>th</sup> Day of September, 2022 (both days inclusive) for the purpose of the Annual General Meeting of the Company and
  - (b) 31<sup>st</sup> Day of January, 2023 to 06<sup>th</sup> February, 2023 (both days inclusive) for the purpose of the Extra- Ordinary General Meeting of the Company;
6. Advances/ loans to its directors and/or persons or firms or companies referred in Section 185 of the Companies Act, 2013; **(Not applicable as the Company is NBFC)**.
7. That the Company has entered into contracts/arrangements with related parties in compliance of the provisions of Section 188 of the Act, as mentioned in **Annexure-III**.
8. That there were no physical transfer of shares that took place during the period under review as Securities and Exchange Board of India (SEBI) vide its official gazette notification dated June 08, 2018 and vide its press release dated December 03, 2018, amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and had mandated to transfer securities only in dematerialized form w.e.f. April 01, 2019. During the year, the Company has allotted Sweat Equity Shares to Mr. Pankaj Dawar, Managing Director, of the Company. The Company has also allotted Equity and Non-Convertible redeemable Preference shares on preferential basis as conversion of loan. There were no other issue or allotment or transmission or buy back of securities/redemption of preference shares or debentures/reduction of share capital/conversion of shares/securities.

The Company has also increased its Authorized Capital during the year which was in compliance with the provisions of the Section 61 and other applicable provisions of the Act;
9. That there were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares, and bonus shares pending for registration of transfer of shares during the financial year;
10. The Company has not declared any final and interim dividend on its equity shares during the reporting period and thus there were no transactions necessitating the Company to keep in abeyance the rights to dividend.
11. that the Company was not required to transfer the amounts in unpaid dividend account ,application money due for refund, matured deposits, matured debentures, and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund in accordance with Section 125 of the Act;

12. Signing of audited financial statements is as per the provisions of Section 134 of the Act and signing of report of Directors is as per sub-sections (3), (4) and (5) thereof;
13. That-
- The Composition of Board was in accordance with the Companies Act, 2013 during the reporting period;
  - Remuneration was paid to Mr. Manish Kumar Gupta (Chief Financial Officer), Ms. Preeti Puri (Company Secretary and Compliance Officer) during the reporting period;
  - All the directors have given their disclosure of interest under Section 184 and 164 of the Act.
14. That the term of M/s. Krishan Rakesh & Co. (FRN: 009088N) Chartered Accountants, Statutory Auditors term will be completed in the 44th Annual General Meeting to be held in the year 2026, and the existing appointment is in compliance with the provisions of the Section 139 and other applicable provisions of the Act;
15. That the Company was not required to take any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act during the period under review. However, the Company has obtained in-principal approvals from BSE(Bombay Stock Exchange) during the period under review for the issue and allotment of Sweat Equity shares.
16. The Company has not accepted/renewed/repaid any deposits from the public during the reporting period;
17. That the Company has the unsecured borrowings of Rs. 32,63,481 (Rupees Thirty Two Lakhs Sixty Three Thousand Four Hundred Eighty-One only) during the reporting period.
18. Being a Non-Banking Financial Company, the provisions of Section 186 of the Act are not applicable to the Company.
19. There were alteration in the provisions of the Memorandum and Articles of Association of the Company during the period under review and is in compliance with the provisions of the Companies Act, 2013

**For MEENU G & ASSOCIATES**  
**Company Secretaries**  
**Meenu Gupta**

MEENU  
GUPTA 

**M. No.: 52702**  
**COP No.: 26274, PRN: 2443/2022**  
**UDIN: A052702E000705552**

**Date: 29.07.2023**  
**Place: New Delhi**

**Annexure I**

**Details of ROC filing during the Financial Year 2022-23**

<b>S.No.</b>	<b>Form Name</b>	<b>Under Section</b>	<b>Particular</b>	<b>Challan Number and date</b>	<b>Whether filled within the prescribed time</b>
1.	INC-22	12(2) &	Shifting of Registered Office within the limits of city, town or village.	T99177685 & 04/05/2022	Yes
2.	MGT-14	179(3)	Appointment of Internal Auditor of the Company	F15216526 & 14/07/2022	Yes
3.	MGT-14	179(3)	1. Approval of Audited Annual Accounts of the Company for the Financial Year ended 31st March, 2022. 2. Appointment of Meenu G. & Associates as Secretarial Auditor for FY 2021-22.	F08770018 & 24/06/2022	Yes
4.	MGT-14	179(3) 13(1) 197(4) 54(1)	1. Approval of Board's Report for the Financial Year 2021-22. 2. Adoption of new set of Memorandum of Association (MOA) of the Company. 3. Increase the authorized share capital of the Company and alteration of Memorandum of Association of the Company. 4. Approval for increase in the limit of remuneration of Mr. Pankaj Dawar (DIN:06479649) Managing Director of the Company. 5. Approval for the issuance of sweat equity shares to Mr.	F25636168 & 21/09/2022	Yes

			Pankaj Dawar (DIN:06479649). 6. Approval of Employee Stock Option Scheme 2022(ESOP) for the employees of the Company.		
	MGT-14	13(1) 14(1) 194(7) 54(1) 62(1)(b)	1. Adoption of new set of Memorandum of Association (MOA) of the company. 2. Adoption of new set of Articles of Association (AOA) of the company. 3. To increase the authorized share capital of the company and Alteration of Memorandum of Association of the Company. 4. To approve an increase in remuneration of Mr. Pankaj Dawar, Managing Director of the Company. 5. To consider and approve issue of sweat equity shares to Mr. Pankaj Dawar (DIN: 06479649). 6. To approval of Employee Stock Option Scheme 2022 (ESOP) for the employees of the Company. 7. Grant of options to issue securities equal to exceeding one per cent (01%) but not exceeding five per cent (05%) of the issued capital of the company during any one Financial Year to identified employees under "BIL Employee Stock Option Plan 2022" ('Bazel ESOP 2022'/Plan")	F31851231 & 20/10/2022	Yes
5.	MGT-14	13(1) 62(1)(b) 67(3)(b) 62(3) 23 42	1. Increase and Reclassification of the authorized share capital and consequent Alteration of Memorandum of Association of the Company. 2. To approve the loan taken	AA1459287 & 23/02/2023	Yes

		55 62(1)(c)	from M/s Utsav Securities Private Limited with an option to convert into shares. 3. Issuance of equity shares to M/s. Utsav Securities Private Limited by way of Conversion of Unsecured loan. 4. Issuance of 10% Non-convertible Non-cumulative Redeemable Preference Shares to M/s. Utsav Securities Private Limited by way of conversion of Unsecured loan. 5. Execution of Employee Stock Option Plan (ESOP) via trust deed.		
6.	MGT-15	121(1)	Proceedings of Annual General Meeting.	F30009732 & 14/10/2022	Yes
7.	PAS-3	39(4) 49(2)	Allotment of Equity Shares	AA1664369 & 22/03/2023	Yes
8.	PAS-3	39(4) 42(9)	Allotment of 10% Non-Convertible Redeemable Preference Shares	AA1625981 & 20/03/2023	Yes
9.	DIR-12	168	Resignation of Director	AA1404212 & 20/02/2023	No
10.	SH-7	64(1)	Increase in share capital independently by company	F33219247& 26/10/2022	Yes
11.	SH-7	64(1)	Increase in share capital independently by company	AA1546461& 15/03/2023	No
12.	INC-33	4 5	Alteration in MOA (Increase in authorised share capital)	E00013405 & 15/03/2023	Yes
13.	MGT-7	92(1)	Annual Return for FY 2021-22	F45469327 & 19/11/2022	Yes
14.	AOC-4- XBRL	137	Form for filing Financial Statement for the FY 2021-22	F32221442 & 21/10/2022	Yes

## Annexure II

**LIST OF BOARD MEETINGS FOR FINANCIAL YEAR 2022-2023**

S. No.	Type of meeting	Date of meeting	Total Number of Directors as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1.	Board Meeting	11.04.2022	6	6	100
2.	Board Meeting	26.05.2022	6	5	83.33
3.	Board Meeting	30.06.2022	6	5	83.33
4.	Board Meeting	09.08.2022	6	5	83.33
5.	Board Meeting	07.09.2022	6	6	100
6.	Board Meeting	10.10.2022	6	5	83.33
7.	Board Meeting	14.11.2022	6	5	83.33
8.	Board Meeting	23.11.2022	6	5	83.33
9.	Board Meeting	07.12.2022	6	5	83.33
10.	Board Meeting	23.12.2022	6	6	100
11.	Board Meeting	11.01.2023	6	5	83.33
12.	Board Meeting	03.02.2023	5	4	80.00
13.	Board Meeting	14.02.2023	5	4	80.00
14.	Board Meeting	18.02.2023	5	5	100
15.	Board Meeting	06.03.2023	5	5	100



**LIST OF COMMITTEE MEETINGS HELD DURING THE FINANCIAL YEAR 2022-2023**

<b>S. No.</b>	<b>Type of meeting</b>	<b>Date of meeting</b>	<b>Total Number of Members as on the date of the meeting</b>	<b>Attendance</b>	
				<b>Number of members attended</b>	<b>% of attendance</b>
1.	Audit Committee Meeting	26.05.2022	3	3	100
2.	Audit Committee Meeting	09.08.2022	3	3	100
3.	Audit Committee Meeting	07.09.2022	3	3	100
4.	Audit Committee Meeting	14.11.2022	3	3	100
5.	Audit Committee Meeting	14.02.2023	3	3	100
6.	Nomination and Remuneration Committee Meeting	09.08.2022	3	3	100
7.	Nomination and Remuneration Committee Meeting	05.09.2022	3	3	100
8.	Nomination and Remuneration Committee Meeting	10.10.2022	3	3	100
9.	Stakeholders Relationship Committee Meeting	25.03.2023	3	3	100
10.	Risk Management Committee	20.03.2023	3	3	100
11.	Independent Directors Meeting	29.03.2023	3	3	100
12.	Internal Complaints Committee Meeting	15.03.2023	3	3	100

## 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 there to; -

**I. Details of contracts or arrangements or transactions not at arm's length basis -Nil**

**II. Details of material contracts or arrangement or transactions at arm's length basis: As table given below:**

<b>S. No.</b>	<b>Particulars</b>	<b>Details of the Parties</b>
1.	<b>Name(s) of the related party and nature of relationship</b>	B2C Eventures Pvt Ltd  (Common Director Mr. Pankaj Dawar)
2.	<b>Nature of contracts / arrangements/ transactions</b>	Availing of Loan services
3.	<b>Duration of the contracts/arrangements/transaction</b>	Ongoing services
4.	<b>Salient terms of the contracts or arrangements or transactions including the value, if any</b>	Unsecured ongoing loan in ordinary course of business repayable on demand
5.	<b>Date(s) of approval by the Board, if any</b>	26.05.2022
6.	<b>Amount paid as advances, if any</b>	NIL