



# BAZEL INTERNATIONAL LTD.

(A Registered Non-Banking Financial Company)

CIN: L65923DL1982PLC290287

## EOGM NOTICE

Notice is hereby given that the 01<sup>st</sup> Extra Ordinary General Meeting (EOGM) of the Members of **BAZEL INTERNATIONAL LIMITED** will be held on **Friday 30<sup>th</sup> January, 2026 at 12.30 P.M.** at the Registered Office of the Company at II-B/20, First Floor Lajpat Nagar, South Delhi, Delhi, India, 110024" to transact the following business:

### SPECIAL BUSINESS:

#### 1. APPROVAL OF ISSUANCE OF BONUS SHARES

To review and approve the issue of bonus shares to the existing equity shareholders of the Company and in this regard, to consider and if thought fit, to pass the following resolution, with or without modification as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the Articles of Association of the Company and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, rules, regulations and guidelines for the time being in force, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, approval of the Members of the Company, be and is hereby accorded for capitalization of such sum to the extent of Rs 47,07,57,730 (Rupees Forty Seven Crores Seven Lacs Fifty Seven Thousand Seven Hundred Thirty Only) standing to the credit of the securities premium and/or free reserves of the Company, for the purpose of issue and allotment of bonus equity shares of Rs. 10 (Rupee Ten only) each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), on such date as may be fixed (Record Date) in this regard by the Board, in the proportion of 1:1 i.e., 1 (One) bonus equity share for every 1 (One) existing fully paid-up equity share held by the Members of the Company and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share Capital of the Company held by each such Member.

**RESOLVED FURTHER THAT** the bonus shares so issued and allotted shall rank *pari passu* in all respects with the existing fully paid-up equity shares of the Company as on the Record Date.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the aforesaid bonus equity shares.

**RESOLVED FURTHER THAT** in accordance with the SEBI ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary demat accounts of the Members maintained with their respective depository participant(s) and with respect to the Members holding equity shares

Regd. Office: II-B/20, First Floor, Lajpat Nagar, New Delhi-110024 Phone No. :011-46081516

E-mail: [bazelinternational@gmail.com](mailto:bazelinternational@gmail.com), Website: [www.bazelinternationaltd.com](http://www.bazelinternationaltd.com),

GST No. 07AACCB1474G1ZX

in physical form as on the Record Date, bonus equity shares so allotted shall be credited to a separate suspense escrow demat account until such bonus equity shares are credited by the Company in dematerialised form to the beneficiary accounts of such members with their respective Depository Participant(s), subject to the Act, SEBI LODR, SEBI ICDR or any other applicable laws, regulations, rules and guidelines as may be issued by MCA, SEBI or any other authority in this regard, and the voting rights of such bonus equity shares held in the suspense escrow demat account shall remain frozen.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are listed, as per the provisions of the SEBI LODR and other applicable regulations, rules and guidelines.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the issue, allotment and listing of bonus equity shares as resolved hereinbefore, the Board, Managing Director, Chief Financial Officer and the Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things, as may be deemed necessary or desirable for such purpose, to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard including without limitation, filing application(s), registration(s), statement(s), e-form(s), if any, and other documents with MCA, SEBI, BSE Limited, RBI, National Securities Depository Limited, Central Depository Services (India) Limited or any other regulatory authority, to give effect to this Resolution.”

**By the order of Board of directors  
BAZEL INTERNATIONAL LIMITED**

**Place: New Delhi  
Date: 06.01.2025**

**Pankaj Dawar  
Managing Director  
DIN: 06479649**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY 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.**

The Instrument of Proxy, duly executed and properly stamped, should reach the Company at its registered office not less than 48 hours before the commencement of the Extra Ordinary General Meeting. Proxy Form (MGT- 11) is enclosed herewith. Pursuant to the provisions of Section 105 of the Companies Act, 2013, ("the Act") a person shall not act as a proxy for more than 50 (fifty) shareholders and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person.

**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 Notice of EOGM. No extra attendance slip and/or Notice of EOGM will be provided at the venue of the Extra Ordinary General Meeting. Also, Route map to the venue of 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 authorizing their representative to attend and vote at the Extra Ordinary 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 the General Circular numbers, 20/2022 dated May 05, 2020 and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (MCA) and Circular numbers SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, in compliance with these circulars issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), the notice of this 01<sup>st</sup> EGM is circulated through electronic mode to all the members whose names appear in the Register of the Members/Record of Depositories as on 02<sup>nd</sup> January 2026 and who have registered their e-mail address with Depositories/RTA/Company.
6. The Extra Ordinary General Meeting is also available on the website of the Company i.e. [www.bazelinternational.com](http://www.bazelinternational.com) and on the website of BSE Limited (Stock Exchange of India Limited) at [www.bseindia.com](http://www.bseindia.com).
7. 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.

8. 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.

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 casted 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. Attendance of the members participating in the EGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Members' reference available on the Company's website under Investor resources. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.
12. As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019, except in case of transmission or transposition of securities. However, Members can continue to hold shares in physical form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA for assistance in this regard.
13. Shareholders holding shares in dematerialized form are requested to intimate all particulars of bank mandates, nominations, power of attorney, change of address, contact numbers etc. to their Depository Participant (DP). Shareholders holding shares in physical form are requested to intimate such details to the RTA.
14. In accordance with Section 101 of the Companies Act, 2013, read with Rule 18 of the Companies (Management and Administration) Rules, 2014, and the aforesaid circulars, the Annual Report of the Company for financial year 2025, including the Notice convening the EOGM, is being sent by email to the members whose email addresses are available with the depositories for communication purposes or are obtained directly from the members, as per Section 136 of the Companies Act, 2013, and Rule 11 of the Companies (Accounts) Rules, 2014. Members whose email IDs are not registered with the depositories can, in order to procure user ID and password and to register e-mail IDs for e-voting for the resolutions set out in this notice, follow the below-mentioned process:

- a) In case shares are held in physical mode, please provide the folio number, name of the shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), and Aadhaar (self-attested scanned copy of Aadhaar card) by email to bazelinternational@gmail.com.
- b) In case shares are held in demat mode, please provide the DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), name, client master or copy of the Consolidated Account statement, PAN (self-attested scanned copy of PAN card), and Aadhaar (self-attested scanned copy of Aadhaar card) to

evoting@nsdl.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in login method for e-voting for individual shareholders holding securities in demat mode.

c) Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing the abovementioned documents.

d) As per the SEBI circular dated December 9, 2020, on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access the e-voting facility.

15. Electronic copy of the Notice of Extra Ordinary General Meeting 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.
16. 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 Extra Ordinary General Meeting at the registered office of the Company.
17. Members holding shares in the physical form are requested to notify changes in address, email id, bank mandate and bank particulars, if any, under their signatures to M/s. Skyline Financial Services Private Limited, D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi-110020, the Registrars and Share Transfer Agents (RTA) of the Company, quoting their Folio numbers. Members holding shares in electronic form may update such information with their respective Depository Participants.
18. Members are requested to notify the change in address, if any, to the Company quoting their Folio Numbers, Name and number of shares held by them etc.
19. Members are requested to register their e-mail addresses with the Company or depository for receiving communications including, Notices and Circulars etc. by the Company electronically.
20. For security reasons, no article/baggage will be allowed at the venue of the meeting.
21. 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.
22. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 1 set out above are annexed hereto.
23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members up till the EOGM.
24. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in the physical form can submit their PAN details to the company or to the Registrar and Share Transfer Agent.

25. 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 EOGM.
26. Ms. Meenu Gupta from M/s Meenu G & Associates, have been appointed as Scrutiniser for scrutinising the e-voting process and ballot process in a fair and transparent manner. The Scrutiniser shall, within a period not exceeding two working days from the conclusion of the Extra Ordinary General Meeting, unblock the votes in the presence of at least two witnesses not in the employment of the company and make a Scrutiniser's Report of the votes cast in favour or against, forthwith to the Chairman of the company.
27. 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., 23<sup>rd</sup> January 2026 then the member may obtain Login ID and other e-Voting related details by sending a request to the company.
28. 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.
29. 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 24<sup>th</sup> January, 2026 to 30<sup>th</sup> January, 2026 (both days inclusive) for the purpose of Extra Ordinary General Meeting.

30. DECLARATION OF RESULTS ON THE RESOLUTIONS:

The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the EOGM and votes cast through remote e-voting), within 2 working days from the conclusion of the EOGM, submit a consolidated Scrutinizer's report of the total votes cast in favor and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website <http://bazelinternationaltd.com> and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the proceedings to BSE Limited, where the securities of the Company are listed.

Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e., 30<sup>th</sup> January 2026.

31. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of final dividend, subject to approval at the EOGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, M/s. Skyline Financial Services Private Limited, at <https://www.skylinerta.com>. The forms for updating the same are available at <https://www.bazelinternationaltd.com>

## **VOTING THROUGH ELECTRONIC MEANS:**

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), listed companies are required to provide members with the facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) through electronic means. The Company has availed the services of Central Depository Services Limited (CDSL) for providing the necessary e-voting platform to the members of the Company:

The Board of Directors has appointed Ms. Meenu Gupta (M. No. 52702) Company Secretaries in whole time Practice as the Scrutinizer for conducting the e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, and submit it forthwith to the Managing Director and/or Company Secretary of the Company.

## **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- 1) The remote e-voting period begins on **Tuesday, January 27, 2026 (9:00 A.M.) and ends on Thursday, January 29, 2026 (5:00 P.M.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. Friday January 23, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 3) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- 4) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful</li> </ol>

	<p>authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.Helpdesk for Individual

Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non- individual shareholders in demat mode.**

- 5) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form

If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- 6) After entering these details appropriately, click on "SUBMIT" tab.
- 7) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 8) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 9) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 10) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- 11) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 12) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 13) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 14) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 15) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 16) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 17) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz [bazelinternational@gmail.com](mailto:bazelinternational@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

#### **GENERAL INSTRUCTIONS:**

1. The remote e-voting period begins on Tuesday, 27th January, 2026 (9:00 A.M.) and ends on Thursday, 29th January 2026 (5:00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 23<sup>rd</sup> January, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. The Notice of the Extra Ordinary General Meeting are being sent to all the Members, whose names appear in the Register of Members as on cut-off date i.e., Friday 02<sup>nd</sup> January, 2026 through the mode prescribed under the Companies Act, 2013 and also by E-Mail, wherever registered. The Members may also download a copy of the Notice from the Website of the Company at <https://www.bazelinternationaltd.com/>
4. The Members of the Company, holding Equity Shares either in physical form or in dematerialized (demat) form as on 23<sup>rd</sup> January, 2026 and not casting their vote electronically, may only cast their vote at the Extra Ordinary General Meeting. The voting rights of shareholders shall be in proportion to their shareholding of paid-up share capital of the Company as on 23<sup>rd</sup> January, 2026.
5. Ms. Meenu Gupta (M. No. 52702) Company Secretaries in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, and submit it forthwith to the Managing Director and/or Company Secretary of the Company.

**By the order of Board of directors  
BAZEL INTERNATIONAL LIMITED**

**Place: New Delhi  
Date: 06.01.2026**

**Pankaj Dawar  
Managing Director  
DIN: 06479649**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 1: APPROVAL OF ISSUANCE OF BONUS SHARES: -

#### **OVERVIEW OF STRATEGIC GROWTH, RESOLUTION IMPLEMENTATION, AND BONUS ISSUE**

**Bazel International Limited** Bazel International Limited ("the Company") is a progressive Non-Banking Financial Company (NBFC) engaged in financial services, strategic investments, and capital market activities. Guided by a professional and experienced management team, the Company has steadily built its presence through disciplined decision-making, resilience, and a forward-looking approach.

Bazel's growth reflects the consistent efforts and support of its stakeholders. The Company's progress has contributed to strengthening its brand value and reinforcing its position as a responsible and growth-oriented financial institution. The continued confidence of members, shareholders, and employees remains a key driver of the Company's ongoing development.

As Bazel continues to expand its footprint and pursue new opportunities, it remains committed to creating **enduring wealth and shared success**, ensuring that every member of the Company can take pride in being part of Bazel's evolving and purposeful journey.

**Successful Resolution of Arur Footwear Limited (formerly SR Industries Limited)** In line with its strategic intent to diversify and turn around distressed assets, the Company participated as the "Successful Resolution Applicant" in the Corporate Insolvency Resolution Process (CIRP) of **Arur Footwear Limited** (formerly known as SR Industries Limited).

The Hon'ble National Company Law Tribunal ("NCLT"), Chandigarh Bench, vide its order dated **July 01, 2024**, approved the Resolution Plan submitted by the Company. This acquisition marks a significant milestone, transforming a formerly insolvent entity into a promising subsidiary under the Bazel umbrella.

**Capital Structure and Infusion of Funds** To ensure the survival and operational revival of Arur Footwear Limited, an aggregate equity infusion of ₹11,70,00,000 (Rupees Eleven Crores and Seventy lakhs Only) has been completed. This was achieved alongside strategic co- participants who bring immense market credibility:

- **Sam Realtown Private Limited:** A reputed player in the real estate sector, providing the necessary physical asset management expertise.
- **Masatya Technologies Private Limited:** A technology-driven investment firm that assists in modernizing the manufacturing and supply chain processes.
- **AMS Infrastructure Private Limited and Expertpro Realty Private Limited:** Entities with deep-rooted experience in industrial development and logistical scaling.
- **Mr. Kapil Garg:** A seasoned professional providing strategic oversight.

The collective participation of these strategic co-investors, alongside Bazel International Limited, underpins the financial restructuring and the operational reset of Arur Footwear Limited. Their combined support has been instrumental in implementing the approved resolution plan and positioning the Company for sustained value creation.

**Detailed Explanation of Working Capital Infusion** As part of the NCLT-approved Resolution Plan, the Company is committed to a structured **Working Capital Infusion**.

Unlike equity infusion (which builds the ownership base), Working Capital Infusion is the injection of liquid funds specifically designed to cover the day-to-day operational expenses of the subsidiary. This includes purchasing raw materials, paying employee salaries, settling utility bills, and managing inventory.

The Commitment: Pursuant to the Resolution Plan, Bazel International Limited shall infuse/arrange to infuse:

- Immediate Liquidity: Up to ₹12,00,00,000 (Rupees Twelve Crore) in the first year to restart operations and stabilize the brand.
- Sustenance Capital: ₹1,50,00,000 (Rupees One Crore Fifty Lakh) each in the third, fourth, and fifth years to maintain growth momentum.

Mode of Infusion: This capital will be provided via debt instruments, permissible securities, or other legal modes as allowed under the Insolvency and Bankruptcy Code (IBC) and SEBI regulations. This ensures that Arur Footwear Limited has a "revolving" fund to maintain its production cycles without facing the liquidity crunches that led to its initial insolvency.

**Strategic Investment in Satyam Projects Limited** the Company has further strengthened its investment portfolio in Satyam Projects Limited, a Non-Banking Financial Company (NBFC) presently listed on the Calcutta Stock Exchange (CSE). The company has established a strong presence in the financial services sector, particularly in West Bengal, and provides a diversified range of financial solutions catering to multiple industries.

Under the guidance of its experienced professional management team, Satyam Projects Limited has initiated preparatory steps towards its proposed listing on the Bombay Stock Exchange (BSE).

The aforesaid investment is aligned with the Company's long-term strategic vision and reflects its intent to expand its footprint, enhance brand value, and unlock growth opportunities across diverse sectors. The investment is expected to contribute to long-term value creation, portfolio diversification, and sustainable growth for the Company and its members.

**Issuance of Bonus Shares (Ratio 1:1)** The aforesaid strategic initiatives have strengthened the Company's balance sheet, enhanced its net worth, and resulted in substantial accumulation of free reserves and securities premium, thereby enabling the Company to consider capitalization of such reserves by way of bonus shares.

Over the years, the Company has performed significantly well both in terms of profit and business. As on September 30, 2025, **an amount of ₹47.08 Crores** stands to the credit of the Securities Premium Account and/or free reserves of the Company. Out of the said amount, **up to ₹6.00 Crores** is proposed to be capitalised for the issuance of bonus shares in accordance with the provisions of the Companies Act, 2013 and applicable SEBI regulations. Even after the proposed bonus issue, the Company will continue to retain sufficient reserves to support its operations, future investments, and growth plans.

After careful consideration of the Company's financial strength, capital structure, and long-term outlook, the Board of Directors, at its meeting held on December 26, 2025, has recommended the issue of Bonus Shares, subject to the approval of the members of the Company.

The bonus shares are proposed to be issued in the ratio of **1 (One) equity share for every 1 (One) existing equity share held**, by capitalising the Company's Free Reserves and Securities Premium Account, **in accordance with the applicable provisions of Section 63 and other applicable provisions of the Companies Act, 2013**. The **Record Date** for determining eligible shareholders shall be fixed by the Board of Directors and intimated separately.

The proposed bonus issue is not merely an increase in share capital, but a reflection of the Board's confidence in the Company's business model, strategic direction, and future prospects. It represents a meaningful step in sharing the benefits of the Company's progress with its members and reinforcing Bazel International Limited's commitment to long-term, sustainable growth for the Company and its shareholders.

The proposed bonus issue does not impair the Company's ability to meet its working capital or operational commitments. Such commitments are structured, phased, and funded through permissible instruments, without impacting the Company's free reserves and securities premium earmarked for capitalization under the proposed bonus issue.

The Board recommends the resolution for approval of the members.

**Interest of Directors and KMP:**

Mr. Pankaj Dawar, Managing Director of the Company and also a Director of Arur Footwear Limited, may be deemed to be interested to the extent of his shareholding, if any, in the Company.

Save as stated above, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

**By the order of Board of directors  
BAZEL INTERNATIONAL LIMITED**

**Place: New Delhi  
Date: 06.01.2026**

**Pankaj Dawar  
Managing Director  
DIN: 06479649**

### ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the Extra Ordinary General Meeting of the Company being held on Friday 30<sup>th</sup> January, 2026 at 12.30 P.M. at II-B/20, First Floor Lajpat Nagar, South Delhi, Delhi, India, 110024 at and at any adjournment thereof.

<b>Signature of the Shareholder</b>	<b>Signature of the Proxy</b>

- Note:** 1. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.  
2. Please note that no gifts will be distributed at the meeting.

**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

**Reg. Off.:** II-B/20, First Floor Lajpat Nagar, South Delhi, Delhi, India,110024

Name of Member(s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID :

*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

1. Name:	Address:
E-mail Id:	Signature:

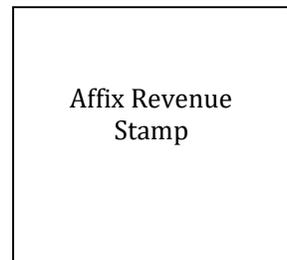
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Friday, 30<sup>th</sup> Day of January, 2026 at 12:30 P.M. at "II-B/20, First Floor Lajpat Nagar, South Delhi, Delhi, India, 110024" and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	RESOLUTIONS
	<b>SPECIAL BUSINESS</b>
1	Approval of Issuance of Bonus Shares.

Signed this ..... day of..... 2026

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

**BALLOT FORM**

1. Name(s) of Shareholder(s) / Beneficial Owner  
Including joint-holders, if any :
2. Registered Address of the Sole /  
First named Shareholder :
3. Registered Folio No. / Client ID No. :
4. No. of Shares held :
5. I / we hereby exercise my / our vote in respect of the Resolution / s to be passed through postal ballot for the business stated in the Notice of the Company by sending my / our assent / dissent to the said Resolution by placing Tick ( ) mark at the appropriate box below:

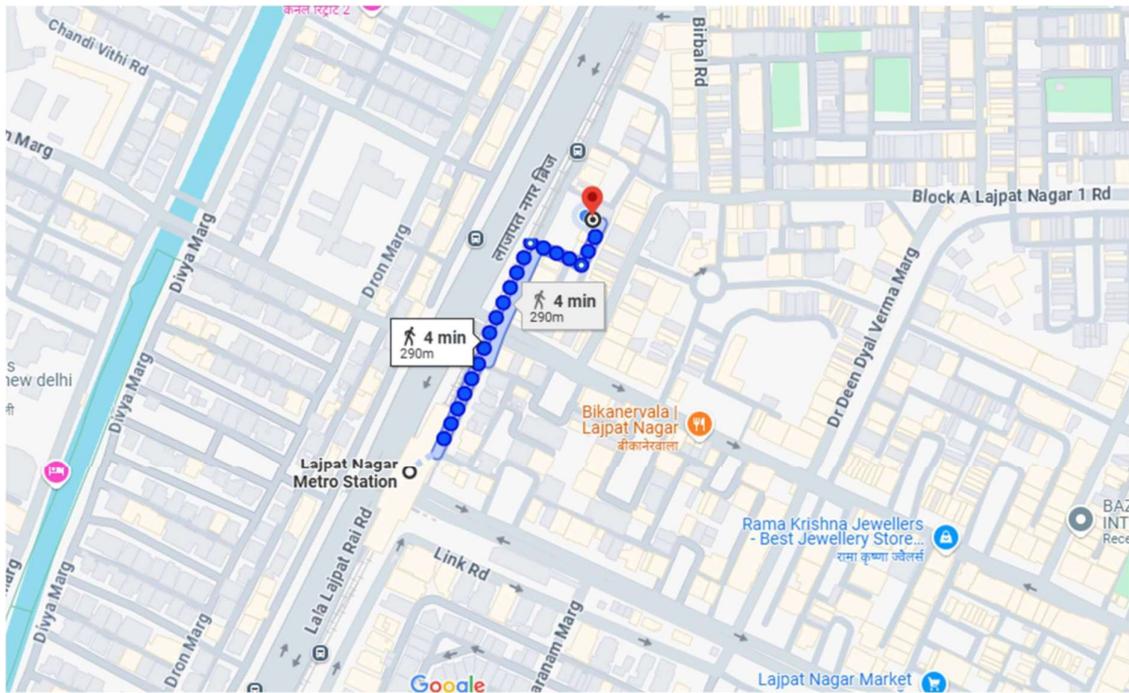
S. No.	Resolution Type	Particulars	I/We assent to the Resolution/s	I/We dissent to the Resolution/s
1.	Ordinary Resolution	Approval of Issuance of Bonus Shares		

**Place:**

**Date:**

**Signature of the Shareholder / Beneficial Owner**

## ROAD MAP



[https://www.google.com/maps/search/IL-B%2F20,+First+Floor,+Lajpat+Nagar,+South+Delhi,+New+Delhi+-+110024+Email:+bazel+international@gmail.com/@28.5676723,77.241485,17z/?data=!3m1!4b1?entry=tu&g\\_ep=EgoyMDI1MTIwOS4wIKXMDSoASAFQAw%3D%3D](https://www.google.com/maps/search/IL-B%2F20,+First+Floor,+Lajpat+Nagar,+South+Delhi,+New+Delhi+-+110024+Email:+bazel+international@gmail.com/@28.5676723,77.241485,17z/?data=!3m1!4b1?entry=tu&g_ep=EgoyMDI1MTIwOS4wIKXMDSoASAFQAw%3D%3D)