



**Date: 11.11.2020**

To,  
The Manager  
**Department of Corporate Services,  
BSE Limited,**  
Phirozee Jeejeeboy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

**Subject: Voting results and Scrutinizer's Report of 39<sup>th</sup> Annual General Meeting of Pazel International Limited ("the Company")**

**Ref.: Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Dear sir/madam,

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, we are submitting herewith the details regarding the e-voting results of the business transacted at the 39<sup>th</sup> Annual General Meeting in the prescribed format. Further, we are also enclosing the consolidated report of the scrutinizer on e-voting. The Voting Result along with the Scrutinizer's Report(s) will be made available on the website of the Company at <https://pazel.in/>.

You are requested to take the same on record.

**For Pazel International Limited**

**Rushabh Choksi  
Managing Director  
DIN: 08433324**

Encl: As above



<b>General information about company</b>	
Scrip code	504335
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE040N01029
Name of the company	Pazel International Ltd
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	10-11-2020
Start time of the meeting	3:33 PM
End time of the meeting	4:05 PM

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	Mr. Mihen Halani
Firms Name	M/s. Mihen Halani & Associates
Qualification	CS
Membership Number	9926
Date of Board Meeting in which appointed	15-09-2020
Date of Issuance of Report to the company	11-11-2020

<b>Voting results</b>	
Record date	04-11-2020
Total number of shareholders on record date	1575
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	25
No. of resolution passed in the meeting	7
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To receive, consider and adopt Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Report of the Directors' and the Auditor's thereon.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	176100000	6231577	3.5387	6231577	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		176100000	6231577	3.5387	6231577	0	100
Total		176100000	6231577	3.5387	6231577	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Imteyaz Mohammad Shafi Shaikh (DIN: 08248302), who retires by rotation, and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	176100000	6231577	3.5387	6231577	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		176100000	6231577	3.5387	6231577	0	100
Total		176100000	6231577	3.5387	6231577	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Satish Srinath Bhagat (DIN: 07967667) as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	176100000	6231577	3.5387	6231577	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		176100000	6231577	3.5387	6231577	0	100
Total		176100000	6231577	3.5387	6231577	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Alteration of Main Object Clause of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	176100000	6231577	3.5387	6231577	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		176100000	6231577	3.5387	6231577	0	100
Total		176100000	6231577	3.5387	6231577	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Authority to borrow monies upto amount not exceeding aggregate of the paid up share capital plus free reserves plus securities premium plus Rs. 100 crores.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	176100000	6231577	3.5387	6231577	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		176100000	6231577	3.5387	6231577	0	100
Total		176100000	6231577	3.5387	6231577	0	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



Resolution(6)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Authority to mortgage, hypothecate, pledge and/or charge or create any security interest to secure borrowings upto amount not exceeding aggregate of the paid up share capital plus free reserves plus securities premium plus Rs. 100 crores.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	176100000	6231577	3.5387	6231577	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		176100000	6231577	3.5387	6231577	0	100
Total		176100000	6231577	3.5387	6231577	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								





Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of the limits for the Loans and Investment by the Company in terms of the provisions section 186 of the Companies Act, 2013.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	176100000	6231577	3.5387	6231577	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		176100000	6231577	3.5387	6231577	0	100
Total		176100000	6231577	3.5387	6231577	0	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



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**MIHEN HALANI & ASSOCIATES**

***Practicing Company Secretaries***

A-501/L, Jaswanti Allied Business Centre, Kachpada, Ramchandralane Extn. Rd,  
Malad (West), Mumbai - 400 064, Tel No.: 022 6236 0279 Email: [mihenhalani@gmail.com](mailto:mihenhalani@gmail.com)

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**SCRUTINIZER'S REPORT**

To,  
**The Chairman,**  
**Pazel International Limited ("the Company")**

39<sup>th</sup> Annual General Meeting ("**39<sup>th</sup> AGM / the meeting**") of the members of Pazel International Limited ("**the Company**") held on Tuesday, November 10, 2020 and commenced at 3.33 P.M. IST through **Video Conferencing ("VC")**.

Dear Sir,

**Sub: Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 for 39<sup>th</sup> Annual General Meeting ("39<sup>th</sup> AGM / the meeting") of the Company through Video Conferencing ("VC")**

We, M/s. Mihen Halani & Associates, Practicing Company Secretaries appointed by the Board of Directors of the Company as Scrutinizer to conduct the voting by way of electronic means in accordance with section 108 of the Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for 39<sup>th</sup> Annual General Meeting of the Company through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

1. As confirmed by the Company, the notice of 39<sup>th</sup> AGM dated October 10, 2020, was sent through electronic mode to those members whose email addresses were registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant(s), in compliance with the circular of Ministry of Corporate Affairs ("**MCA**") dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide Circular dated May 12, 2020.
2. The members of the Company as on cut-off date i.e. **Wednesday, November 04, 2020** were entitled to vote on the resolutions (as set out in the notice of 39<sup>th</sup> AGM of the Company).
3. The remote e-voting period commenced on Saturday, November 07, 2020 from 10.00 A.M. and concluded on Monday, November 09, 2020 at 5.00 P.M. ("remote e-voting period"). The Company had also provided e-voting facility to the shareholders present at the AGM through VC and who had not cast their vote during the said remote e-voting period. Accordingly, the electronic votes

cast were taken into account and at the end of this voting period, the Central Depository Services (India) Limited (“CDSL”) portal was blocked for voting.

4. Post conclusion of the meeting, the votes cast during the remote e-voting period and during the meeting were unblocked in the presence of two witnesses, Ms. Nidhi Busa and Ms. Lovely Singh who are not in the employment of the company and counted thereafter. They have signed below in confirmation of the votes being unblocked in their presence.

Name : Ms. Nidhi Busa

SD/-

Signature

Name: Ms. Lovely Singh

SD/-

Signature

5. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or DP ID / Client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company. Hence there is no requirement of maintaining the list of shares with differential voting rights.
6. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice 39<sup>th</sup> AGM of the Company. Our responsibility as the scrutinizer for the remote e-voting / e-voting process is restricted to make a scrutinizer report of the vote cast in favour / against the resolutions stated above, based on the reports generated from the e-voting system provided by the CDSL, the authorised agency to provide e-voting facilities, engaged by the Company for the purpose.
7. The details containing, *inter alia*, list of equity shareholders, who voted “For” or “Against” each of the resolutions put to vote, were generated from the e-voting website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and based on such reports generated, the result of the combined / consolidated e-voting is as under;

Sr. No.	Resolution No. as given in the Notice of 39 <sup>th</sup> AGM		Particulars of Votes Cast			Result Declared
			Members Voting			
			No. of members voted	No. of votes Cast by them	% of total no. of votes cast	
<b>ORDINARY BUSINESS</b>						
1.	To receive, consider and adopt Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Report of the Directors' and the Auditor's thereon	Votes Cast in favour	23	6231577	100	The resolution passed as an <b>Ordinary Resolution</b>
		Votes Cast against	-	-	-	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>23</b>	<b>6231577</b>	<b>100</b>	
2.	Appointment of Mr. Imteyaz Mohammad Shafi Shaikh (DIN: 08248302), who retires by rotation, and being eligible, offers himself for re-appointment	Votes Cast in favour	23	6231577	100	The resolution passed as an <b>Ordinary Resolution</b>
		Votes Cast against	-	-	-	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>23</b>	<b>6231577</b>	<b>100</b>	
<b>SPECIAL BUSINESS</b>						
3.	Appointment of Mr. Satish Srinath Bhagat (DIN: 07967667) as an Independent Director of the Company	Votes Cast in favour	23	6231577	100	The resolution passed as a <b>Special Resolution</b>
		Votes Cast against	-	-	-	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>23</b>	<b>6231577</b>	<b>100</b>	
4.	Alteration of Main Object Clause of the Company	Votes Cast in favour	23	6231577	100	
		Votes Cast against	-	-	-	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>23</b>	<b>6231577</b>	<b>100</b>	
5.	Authority to borrow monies upto amount not exceeding aggregate of the paid up share capital plus free reserves plus securities premium plus Rs. 100 crores	Votes Cast in favour	23	6231577	100	The resolution passed as a <b>Special Resolution</b>
		Votes Cast against	-	-	-	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>23</b>	<b>6231577</b>	<b>100</b>	



6.	Authority to mortgage, hypothecate, pledge and/or charge or create any security interest to secure borrowings upto amount not exceeding aggregate of the paid up share capital plus free reserves plus securities premium plus Rs. 100 crores	Votes Cast in favour	23	6231577	100	The resolution passed as a <b>Special Resolution</b>
		Votes Cast against	-	-	-	
		Votes Cast invalid	-	-	-	
		Total	23	6231577	100	
7.	Approval of the limits for the Loans and Investment by the Company in terms of the provisions section 186 of the Companies Act, 2013	Votes Cast in favour	23	6231577	100	The resolution passed as a <b>Special Resolution</b>
		Votes Cast against	-	-	-	
		Votes Cast invalid	-	-	-	
		Total	23	6231577	100	

**Notes:**

1. If any promoter shareholders / directors / key-managerial personnel's / related party (ies) / other shareholders are interested and have cast their votes in said resolutions, the same has not been counted in the above results.

Date: 11.11.2020

Place: Mumbai

UDIN: **F009926B001207595**

For Mihen Halani & Associates  
(Practicing Company Secretaries)

MIHEN  
HALANI

Digitally signed by MIHEN HALANI  
DN: cn=MIHEN HALANI, o=MIHEN HALANI & ASSOCIATES, ou=Practicing Company Secretaries, email=mihen@mihenhalani.com, c=IN

Mihen Halani  
(Proprietor)  
FCS No: 9926  
CP No: 12015