# BAZEL INTERNATIONAL LTD.

(A Registered Non-Banking Financial Company)

CIN: L65923DL1982PLC290287

**Date: 05th September, 2026**

**To,**

**The Listing Department,**
**BSE Limited**
**Phiroze Jeejeebhoy Towers,**
**Dalal Street, Mumbai – 400001**

**Scrip Code: 539946**
**ISIN: INE217E01014**

**Subject: Outcome of Board Meeting held on Saturday, 05th September, 2026**

**Ref.:** Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI LODR Regulations, 2015 this is to inform you that the Board of Directors of the Company at its meeting held today, i.e., **Saturday, 05th September, 2026**, inter alia, considered and approved the following matters:

1. The Board considered and approved the Board's Report along with Report on Corporate Governance, Management Discussion and Analysis Report and Secretarial Audit Report for the year ended 31st March, 2026.

2. The Board approved the Notice of 44th Annual General Meeting and to authorize Managing Director and Company Secretary to issue the same to all the shareholders.

3. The Board has fixed 30th September, 2026 at 11:00 A.M. as the date and time for convening the 44th Annual General Meeting of the Company at the Registered Office of the Company.

4. The Board fixed book closure date for Annual General Meeting has been fixed from 24th September, 2026 to 30th September, 2026.

5. The Cut-off date is fixed as Wednesday, 23rd September, 2026 for determining the eligibility of the members to vote by electronic means or at the Annual General Meeting.

6. The Board Fixed Remote E-voting period shall commence Sunday, 27th September, 2026 (09:00 AM) and end on Tuesday, 29th September, 2026 (05:00 PM).

**7.** The Board has appointed CS Meenu Gupta proprietor of M/s Meenu Gupta & Associates, Company Secretaries, Delhi has been appointed as Scrutinizer for the purpose of e-voting at 44th Annual General Meeting of the Company.

**8.** The Board has considered the appointment of Mrs. Sriparna Upadhyay (DIN: 10602638) whose office retire by rotation and being eligible offers herself for re-appointment.

**9.** The Board, based on the recommendation of the Audit Committee, considered and approved the appointment of M/S. G. Anshul & Associates, Chartered Accountants (Firm Registration No.036249N), as the Statutory Auditors of the Company, for a term of five consecutive years, from the conclusion of the ensuing 44th Annual General Meeting until the conclusion of the 49th Annual General Meeting, subject to the approval of the shareholders of the Company and the details are hereby attached in "**Annexure IV**".

**10.** The Board has considered and approved the regularisation of Mr. Kawal Singh (DIN: 09223449) as a Non-Executive, Independent Director of the Company for a term of 5 years, subject to the approval of the shareholders of the Company and the details are hereby attached in "**Annexure I**"

**11.** The Board has considered and approved the regularisation of Mr. Mayank Ahuja (DIN: 10388943) as a Non-Executive, Non-Independent Director of the Company, subject to the approval of the shareholders of the Company and the details are hereby attached in "**Annexure II**"

**12.** The Board has considered and approved the Ratification and Confirmation of Increases in the Authorised Equity Share Capital and Approval for Further Increase in the Authorised Equity Share Capital within the overall limit approved by the Members, subject to the approval of the shareholders of the Company.

**13.** The Board has considered and approved the adoption of the 'Bazel Employee Stock Option Plan 2026 (Bazel ESOP 2026) to eligible employees/directors of the Company through trust route', subject to the approval of the shareholders of the Company and details are hereby annexed in **"Annexure III".**

**14.** The Board has considered and approved the grant of stock options under BIL ESOP 2026 to eligible employees/directors of the Subsidiary Company(ies) through trust route, subject to the approval of the shareholders of the Company. **Annexure III**

**15.** The Board pursuant to the provisions of section 54 of the Companies Act, 2013 read with Regulations of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, considered and approved the issue of Sweat Equity Shares to Mr. Mayank Ahuja (DIN: 10388943) Non- Executive Director of the Company, subject to the approval of shareholders of the company.

**16.** The Board pursuant to the provisions of section 54 of the Companies Act, 2013 read with Regulations of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, considered and approved the issue of Sweat Equity Shares to Mr. Manish Kumar Gupta, Chief Financial Officer of the Company, subject to the approval of shareholders of the company.

The said Board Meeting commenced at 03:30 P.M. and concluded at 06:20 P.M.

This is for your information and records.

**Thanking You,**

**For and on behalf of**
**BAZEL INTERNATIONAL LIMITED**

Himanshi Digitally signed by Himanshi Date: 2026.09.05 18:27:52 +05'30'

**Himanshi**
**Company Secretary & Compliance Officer**
**Membership No.:** A78491
**Office Address:** II-B/20, First Floor,
Lajpat Nagar, New Delhi – 110024

**Annexure I**

| **Sr. No** | **Particulars** | **Details** |
|---|---|---|
| 1 | Name | Mr. Kawal Singh (DIN: 09223449) |
| 2 | Reason for change viz. appointment~~,~~ ~~re-appointment, resignation~~, ~~removal, death or otherwe.~~ | Mr. Kawal Singh appointed as an Additional Director designated as Non-Executive Director Independent Director of the Company, subject to approval of the members of the Company. |
| 3 | Date of appointment/ ~~re-appointment/ cessation (as applicable) & term of appointment/re-appointment.~~ | Appointed with effect from May 28, 2026 and shall hold office up to the date of the ensuing Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. |
| 4 | Brief profile (in case of appointment). | Mr. Kawal Singh, Mr. Kawal Singh has diversified experience in the fields of Accounting, Taxation, Corporate Compliance and Legal Advisory. He has worked with various professional firms and organizations including Amblem Consulting Private Limited, Quick Company, Mehra Choudhary & Co., Ram Vijay & Co., G S Goyal & Associates and B. Kaushik & Associates in different capacities.<br>He possesses extensive knowledge and practical exposure in GST compliances, Income Tax matters, ROC filings, company incorporation and corporate secretarial matters under the Companies Act, 2013. He also has experience in handling licensing and regulatory registrations including FSSAI, IEC, MSME, OSP and ISP registrations, along with liaisoning with various regulatory authorities.<br>Further, he has worked on matters relating to annual compliances, appointment and removal of directors, alteration of charter documents, increase in share capital and drafting related to Initial Public Offers (IPO). He holds an LL.B. degree and an MBA (Finance) from reputed universities, |

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| | | which further strengthens his professional and legal acumen. |
| 5 | Disclosure of relationships between directors (in case of appointment of a director). | Mr. Kawal Singh is not related to any Director of the Company. |
| 6 | Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE | Mr. Kawal Singh is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. |

**Annexure II:**

| Sr. No | Particulars | Details |
|---|---|---|
| 1 | Name | Mr. Mayank Ahuja (DIN:10388943) |
| 2 | Reason for change viz. appointment~~,~~ ~~re-appointment, resignation~~, ~~removal, death or otherwe.~~ | Mr. Mayank Ahuja appointed as an Additional Director designated as Non-Executive Director of the Company, subject to approval of the members of the Company. |
| 3 | Date of appointment/ ~~re-appointment/ cessation (as applicable) & term of appointment/re-appointment.~~ | Appointed with effect from March 30, 2026 and shall hold office up to the date of the ensuing Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. |
| 4 | Brief profile (in case of appointment). | Mr. Mayank Ahuja, aged 23 years, has experience working with international FMCG, consumer and SaaS-based companies. Having collaborated with executives and influencers at Edelman, a leading global public relations agency, he possesses expertise in strategic communication and brand positioning. |
| 5 | Disclosure of relationships between directors (in case of appointment of a director). | Mr. Mayank Ahuja is not related to any Director of the Company. |
| 6 | Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE | Mr. Mayank Ahuja is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. |

**Annexure III**

**Details of the Employee Stock Option Scheme, 2026 pursuant to Regulation 30 read with Schedule III Part A of the SEBI (LODR) Regulations, 2015**:

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Brief details of the Scheme</td><td>The Bazel International Limited Employee Stock Option Scheme, 2026 (“ESOS 2026”), formulated in accordance with Section 62(1)(b) of the Companies Act, 2013 read with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, to enable the eligible employees of the Company and of its subsidiary company(ies) to participate in the long-term growth and success of the Company</td></tr>
<tr><td>Whether the Scheme is in terms of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021</td><td>Yes</td></tr>
<tr><td>Total number of options to be granted</td><td>Not exceeding 25,00,000 (Twenty-Five Lakhs) options, each convertible into one equity share of the face value of ₹10/- each.</td></tr>
<tr><td>Classes of employees entitled to participate</td><td>Permanent employees and Directors of the Company and of its subsidiary company(ies), whether working in India or outside India, excluding a Promoter or a person belonging to the Promoter Group, a director holding directly or indirectly more than 10% of the outstanding equity shares, and an Independent Director</td></tr>
<tr><td>Vesting period and maximum period of vesting</td><td>The Vesting period for the Grant shall in general, unless specifically approved by the Compensation Committee, be as follows:<br><table>
<tr><th>Year</th><th>Vesting % per Schedule (up till the end of twelve months from the date of allotment of options</th><th>Vesting due for shares</th></tr>
<tr><td>1st Year</td><td>30%</td><td>7,50,000</td></tr>
<tr><td>2nd Year</td><td>30%</td><td>7,50,000</td></tr>
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<tr><td></td><td><table><tr><td>3rd Year</td><td>40%</td><td>10,00,000</td></tr><tr><td>Total</td><td>100%</td><td>25,00,000</td></tr></table></td></tr>
<tr><td>Exercise price or pricing formula</td><td>The Committee may at its discretion change the Vesting schedule provided that such change is not detrimental to the interest of the Employees.<br><br>In addition to continued employment, vesting of the Options shall be subject to the fulfilment of corporate performance conditions and individual performance conditions during the vesting period, wherein the Committee shall determine the extent of fulfilment of the below vesting conditions:<br><br>Vesting of the Options shall be 100% performance-based, with the applicable performance criteria comprising a combination of the Employee’s individual performance and the overall corporate performance.<br><br>The Committee shall have the authority to determine the performance parameters applicable to an employee or a class of employees, based on their respective roles, and to assign relative weightages to each parameter as it deems appropriate..</td></tr>
<tr><td>Exercise period</td><td>Two years from the date of vesting, or such other period as may be determined by the Committee in accordance with ESOS 2026 and applicable laws.</td></tr>
<tr><td>Lock-in period</td><td>The Shares arising out of Exercise of Vested Options shall be subject to lock in for a period of 3 years from the date of allotment of such Shares under ESOP 2026.</td></tr>
<tr><td>Implementation route and source of shares</td><td>ESOP Scheme shall be implemented and administered through Trust and supervised by the Nomination and Remuneration Committee.<br>The Scheme contemplates fresh/primary issue and allotment of equity shares by the Company to the ESOP Trust, subject to applicable laws and approvals.</td></tr>
<tr><td>Price of shares to ESOP Trust</td><td>The fresh equity shares shall be issued/allotted to the ESOP Trust at a price determined with reference to the Market Price of the Company's equity shares, as defined under the applicable SEBI SBEB Regulations and applicable law.</td></tr>
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| Administration | Nomination and Remuneration Committee, acting as the Compensation Committee in terms of Regulation 5 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 |
| Method of valuation and accounting policy | The Company shall account for the Options in accordance with **Ind AS 102 – Share-based Payment** and other applicable accounting standards. The Company shall follow the **fair value method** for accounting for the Options. |
| Shareholders’ approval | The implementation of ESOS 2026 is **subject to approval of the Members by way of a separate Special Resolution at the ensuing 44th Annual General Meeting** of the Company. |

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**Annexure IV**

**Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015**

| Particulars | Details |
|---|---|
| Name of the Auditor | M/S G. Anshul & Associates, Chartered Accountants. |
| Reason for change viz Appointment/ ~~Resignation/ Removal/ Death or otherwise~~ | M/S G. Anshul & Associates, Chartered Accountants (Firm Registration No. 036249N), as Statutory Auditor of the Company for a term of 5 (five) consecutive years. |
| Date of appointment/~~cessation~~ & term of appointment | 30-09-2026 (Subject to the approval of the Shareholder at the ensuing AGM for a term of 5 Years) |
| Brief profile in case of Appointment | M/S G. Anshul & Associates, Chartered Accountants is a reputed firm of Chartered Accountants having vast experience in the field of statutory audit, assurance, accounting, taxation, corporate laws and related professional services. The firm has experience in conducting audits of companies operating in various sectors and possesses the requisite professional expertise and experience to undertake the statutory audit of the Company. The firm have extensive experience in statutory audit, financial reporting, Companies Act, 2013, SEBI regulations, taxation, internal controls, risk management, etc. and are well conversant with the applicable accounting standards and regulatory requirements. |
| Relationship with Director/ management of the Company | No |