

BHARTIYA FASHION

BHARTIYA INTERNATIONAL LIMITED

Regd. Office: 56/7, Nallambakkam Village, (Via Vandalur), Chennai, Tamil Nadu – 600048
CIN – L74899TN1987PLC111744 | Tel: +91 9551050418-21
Email: shares@bhartiya.com | Website: www.bhartiyafashion.com

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of Bhartiya International Limited will be held on Wednesday, 27th September, 2017 at 2.00 P.M. at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai-600 047, Tamil Nadu, to transact the following business :

ORDINARY BUSINESS

Item No 1 - Adoption of Financial Statements

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2017, including the audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Item No 2 - Declaration of Dividend

To declare Final dividend on Equity Shares for the Financial Year 2016-2017.

Item No 3 - Appointment of Director

To appoint a Director in the place of Mr. A.K.Gadhok (DIN: 01254410), who retires by rotation as per the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Item No 4 - Appointment of Auditors

To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s.K A S G & Co., Chartered Accountants (Firm Registration No. 002228C), be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. Sushil Poddar & Co, Chartered Accountants (Registration No. 014969N), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of 35th (Thirty Fifth) Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting till the 35th (Thirty Fifth) Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS

Item No. 5 – Appointment of Mr. Sanjay Baweja (DIN: 00232126) as an Independent Director

To consider and if thought fit, to pass, with or without modifications(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sanjay Baweja, who was appointed as an Additional Director and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 35th Annual General Meeting of the Company in the Calendar Year 2022.”

Item No. 6 - Re-appointment of Mr. Sandeep Seth (DIN: 01408624) as an Independent Director

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable

provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sandeep Seth (DIN: 01408624), Independent Director of the Company who holds office upto the conclusion of the 30th Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years upto the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2022, and the term shall not be subject to retirement by rotation."

Item No. 7 - Re-appointment of Mr. Shashank (DIN: 01569514) as an Independent Director

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Shashank (DIN: 01569514), Independent Director of the Company who holds office upto the conclusion of the 30th Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years upto the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2022, and the term shall not be subject to retirement by rotation."

Item No. 8 - Re-appointment of Mr. A. Sahasranaman (DIN: 01983690) as an Independent Director

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. A. Sahasranaman (DIN: 01983690), Independent Director of the Company who holds office upto the conclusion of the 30th Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years upto the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2022, and the term shall not be subject to retirement by rotation."

Item No. 9 - Re-appointment of Mr. C. L. Handa (DIN: 00928283) as an Independent Director

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. C. L. Handa (DIN: 00928283), Independent Director of the Company who holds office upto the conclusion of the 30th Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years upto the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2022, and the term shall not be subject to retirement by rotation."

Item No. 10 - Re-appointment and continuation of Mr. A.K.Gadhok (DIN: 01254410) as Whole Time Director after attaining age of 70 years

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the

Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013, the consent of the Shareholders be and is hereby accorded for re-appointment and continuation of Mr. A.K.Gadhok (DIN: 01254410), as the Whole Time Director of the Company till the original period of appointment up to 31st March 2019 on terms and conditions including par the remuneration and perquisites, as approved by the shareholders at the AGM held on 8th September, 2014 even though he attained the age of seventy years in March, 2017.

RESOLVED FURTHER THAT the Directors and the Company Secretary be and are hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

Item No. 11 - Charges for Service of Documents to the Shareholders

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any shareholder by the company by sending it to him/her by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the member(s) be and is hereby accorded to the company to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him/her, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least one week in advance of the dispatch of documents by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors or Company Secretary of the company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things may be necessary, proper or desirable or expedient to give effect to the above resolution."

By Order of the Board

For Bhartiya International Limited

Sd/-

Shilpa Budhia

Company Secretary

(M.No. : A23564)

Place : New Delhi

Date : 29th May, 2017

Notes:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. MEMBERS/ PROXIES ARE REQUESTED TO BRING THEIR ATTENDANCE SLIP ALONG WITH THEIR COPY OF ANNUAL REPORT TO THE MEETING.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Rules, 2015 with the Stock Exchanges, is provided in the end of the Notice.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

6. 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 at the Annual General Meeting.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 21st September 2017 to Wednesday, 27th September, 2017 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares for the financial year ended 31st March, 2017, if declared at the Meeting.
8. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 20th September, 2017.
9. In respect of shares held in the demat form, the dividend will be payable on the basis of beneficial ownership as per details furnished by the National Securities Depository Ltd. and Central Depository Services (I) Ltd. for this purpose.
10. Members holding shares in demat form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations of the Depositories. The Company will not entertain any direct request from such members for change/ deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in demat form. Members may therefore give instructions regarding bank accounts, in which they wish to receive dividend, to their Depository Participants.
11. Members who wish to claim dividends, which remain unclaimed or unpaid, are requested to liaise with the Secretarial Department, at the Company's registered office. Members are requested to note that dividends not claimed or not paid within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules, 2016'), be transferred to the Investor Education and Protection Fund, on the respective dates mentioned there against.

Financial Year Ended	Date by which unclaimed dividend amount will be credited/transferred to the "Investor Education and Protection Fund"
31.03.2010	29.10.2017
31.03.2011	31.10.2018
31.03.2012	01.11.2019
31.03.2013	28.10.2020
31.03.2014	13.10.2021
31.03.2015	26.10.2022
31.03.2016	03.11.2023

The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 7th September, 2016 ('IEPF Rules 2016'). Amongst other things, the Rules provides for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case any dividend has not been encashed by the shareholders on such shares during the last seven years to the designated Suspense Account as prescribed by the IEPF Authority.

The Company had sent information to all the shareholders who had not claimed/encashed dividends in the last seven years intimating that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the demat account created by IEPF authority as may be notified.

12. The annual report for 2016-17 along with the notice of Annual General Meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their email ids with the depository participants/ registrar and share transfer agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the annual report 2016-17 along with the notice of annual general meeting, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website www.bhartiyafashion.com for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any par communication the shareholders may also send requests to shares@bhartiya.com.
13. The members are requested to update their email addresses with their Depository Participants respectively to enable us to send the documents/ reports and other communications via e-mail. Members holding shares in physical mode

may please write to the Company or MAS Services Ltd., our Share Transfer Agent for updation of their e-mail address at the earliest. The shareholders holding shares in physical form may use the format annexed to the Notice for registering e-mail address.

14. 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.
15. Voting through Electronic Means
 - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Rules, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - (ii) The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.
 - (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - (iv) The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner.
 - (v) The Board of Directors of the Company has appointed Mr. Ravi Sharma (CP No. 3666)/ Ms. Suman Pandey (CP No. 8404), Partners of RSM & Co, Practicing Company Secretaries, as Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
 - (vi) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 20th September, 2017.
 - (vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 20th September, 2017 only shall be entitled to avail the facility of remote e-voting / Insta Poll.
 - (viii) Any person who acquires shares of the Company and become a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 20th September, 2017, may obtain login ID and password by sending a request at evoting@nsdl.co.in or shares@bhartiya.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing use ID and password for casting your vote. If you have forgotten your password, you can reset the password using "Forgot User Details/Password" option available on www.evoting.nsdl.com
 - (ix) The remote e-voting facility will be available during the following period: Commencement of remote e-voting: From 9.30 a.m. (IST) on 24th September, 2017 End of remote e-voting: Up to 5.00 p.m. (IST) on 26th September, 2017
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.
The Scrutinizer, after scrutinising the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.bhartiyafashion.com and on the website of NSDL <https://evoting.nsdl.com>. The results shall simultaneously be communicated to the Stock Exchanges.
 - (x) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 27th September, 2017.
 - (xi) In case of Shareholders receiving e-mail from NSDL:
 - (a) Open email and open the PDF file viz, "Bhartiya e-voting.pdf" with your client ID or Folio No. as password. The said PDF file contains user ID and password for e-voting. Please note that the password is an initial password;
 - (b) Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com/>;
 - (c) Click on Shareholder – Login;
 - (d) Insert user ID and password as initial password noted in step (i) above. Click Login;

- (e) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- (f) Home Page of e-Voting opens. Click on e-Voting: Active E-Voting Cycles;
- (g) Select "EVEN" of Bhartiya International Limited;
- (h) Now you are ready for e-voting as Cast Vote page opens;
- (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
- (j) Upon confirmation, the message "Vote cast successfully" will be displayed;
- (k) Once you have voted on the resolution, you will not be allowed to modify your vote;
- (l) For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at info.rsmco@gmail.com with a copy marked to evoting@nsdl.co.in
- (xii) In case of Shareholders who have not registered their e-mail Id and will be receiving physical copy of the Notice of AGM:
 - (a) User ID and Password is provided at the top of the attendance sheet.
 - (b) Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
 1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e- voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
 2. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 3. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the following voting period:

Commencement of e-voting: From 9.30 a.m. on 24th September, 2017

End of e-voting: Upto 5.00 p.m. on 26th September, 2017.

E-Voting shall not be allowed beyond 5.00 p.m. of 26th September, 2017. During the e-voting period, Shareholders of the Company, holding shares as on 20th September, 2017 either in physical form or in dematerialized form may cast their vote electronically.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Mr. Sanjay Baweja is an additional independent director of the Company. He joined the Board of Directors of the Company on 5th December 2016. Mr. Sanjay Baweja holds office of directorship till the ensuing Annual General Meeting of the Company.

In accordance with Section 149 and other applicable provisions of the Companies Act, 2013 (the Act), Mr. Sanjay Baweja, being eligible is proposed to be appointed as an Independent Director of the Company to hold office for 5(five) consecutive years for a term up to the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2022. A notice proposing his candidature along with the requisite deposit amount under Section 160 of the Companies Act, 2013 has been received from a member of the Company.

The resolution seeks the approval of members for the appointment of Mr. Sanjay Baweja as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2022 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Sanjay Baweja, the Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management.

A copy of the draft letter for the appointment of Mr. Sanjay Baweja as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days upto the date of the Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Sanjay Baweja as an Independent Director.

Mr. Sanjay Baweja is interested in the resolution set out at Item No. 5 of the Notice, which pertains to his appointment.

The relatives of Mr. Sanjay Baweja may be deemed to be interested in the resolutions set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board accordingly recommends the resolution as set forth in Item No. 5 for the approval of the members.

Brief resume of Mr. Sanjay Baweja, nature of his expertise in specific functional areas, name of companies in which he holds directorship and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Secretarial Standards and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the end of the Notice.

ITEM NO. 6 to 9

Mr. Sandeep Seth, Mr. Shashank, Mr. A Sahasranaman and Mr. C L Handa are Independent Directors of the Company, appointed pursuant to approval of the Members under the provisions of the Companies Act, 2013 through resolutions passed at the Annual General Meeting held on 8th September, 2014. As per the said resolutions, the term of appointment of these Independent Directors expire on the conclusion of the 30th Annual General Meeting.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution in their meeting held on 29th May, 2017 approving appointment of Mr. Sandeep Seth, Mr. Shashank, Mr. A Sahasranaman and Mr. C L Handa as Independent Directors to hold office for a period of 5 (five) consecutive years upto the conclusion of the 35th Annual General Meeting of the Company, based on skills, experience, knowledge and performance evaluation. The re-appointments are subject to the approval of the shareholders at this Annual General Meeting by way of Special Resolutions. Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report. The Board of Directors recommend the resolutions at Item Nos. 6 to 9 for approval of the Members of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing from members along with a deposit of Rs. 1 Lakh each proposing the candidature of Mr. Sandeep Seth, Mr. Shashank, Mr. A Sahasranaman and Mr. C L Handa to be re-appointed as Independent Directors as per the provisions of the Companies Act, 2013.

Except Mr. Sandeep Seth, Mr. Shashank, Mr. A Sahasranaman and Mr. C L Handa, being appointees, or their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolutions set out at item Nos. 6 to 9.

Brief resume of Mr. Sandeep Seth, Mr. Shashank, Mr. A Sahasranaman and Mr. C L Handa, nature of their expertise in specific functional areas, name of companies in which they holds directorship and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Secretarial Standards and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the end of the Notice.

ITEM NO. 10

As per the requirement of the Schedule V Part I (c) of the Companies Act, 2013 if a Managing or Whole-time Director has attained the age of 70 years then his appointment/continuation needs to be approved by a special resolution passed by the Company in General Meeting otherwise Central Government approval is required.

Mr. A.K.Gadhok (DIN: 01254410), the Whole Time Director of the Company has attained the age of seventy years in March, 2017. He was appointed by the Shareholders at the AGM held on 8th September, 2014 as the Whole Time Director for a period of 5 years.

Your Board at the meeting held on 29th May 2017 have approved his continuation as Whole Time Director till the original period of appointment up to 31st March 2019 on terms and conditions including the remuneration and perquisites, as approved by the shareholders at the AGM held on 8th September, 2014 and recommended the above resolution for approval of the Shareholders as a Special Resolution.

Except Mr. A K Gadhok, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

Brief resume of Mr. A K Gadhok, nature of his expertise in specific functional areas, name of companies in which he holds directorship and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Secretarial Standards and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the end of the Notice.

ITEM NO. 11

As per the provisions of Section 20 of the Companies Act, 2013, a shareholder may request for any document through a particular mode, for which the shareholder shall pay such fees as may be determined by the company in its annual general meeting. Since, the cost of providing documents may vary according to the mode of service, weight and its destination, etc, therefore, it is proposed that actual expense that may be borne by the company for such dispatch will be paid in advance by the members to the company.

The Board of Directors recommends passing of the Special Resolution as set out at Item No.11 of this Notice.

Except to the extent of their shareholding, none of the Directors, Key Managerial Personnel and relatives thereof is in any way, concerned or interested in the proposed resolution.

By Order of the Board
For Bhartiya International Limited

Sd/-
Shilpa Budhia
Company Secretary
(M.No. : A23564)

Place : New Delhi
Date : 29th May 2017

The brief resume and other information as per Secretarial Standards and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Director seeking re-appointment is provided below:

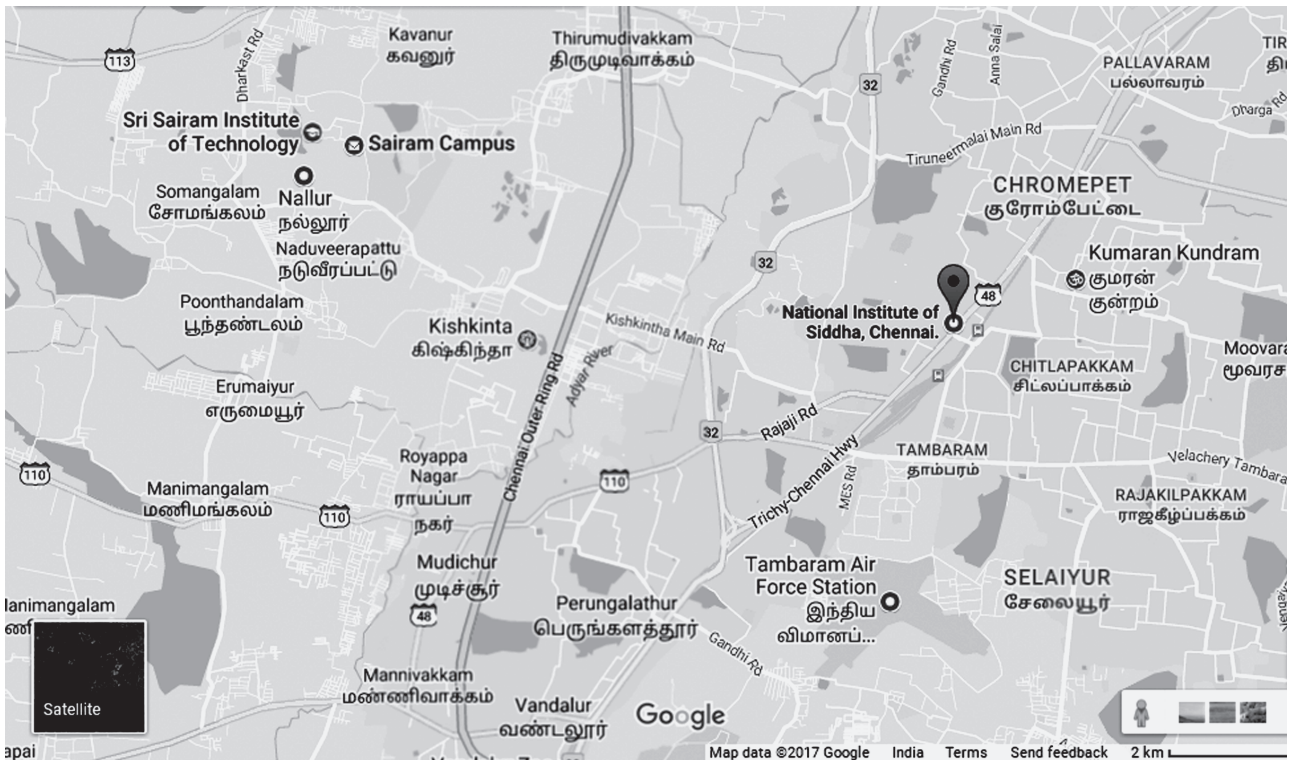
Name of the Director	Mr. A K Gadhok	Mr. Sanjay Baweja
DIN	01254410	00232126
Date of Birth	10/03/1947	11/10/1960
Date of Original Appointment	1st April 1999	5th December 2016
Expertise in Special function areas	36 years' experience in the field of Administration including 10 years with Indian Army.	A professional with expertise in strategic financial management including financial reporting and compliance, treasury and fund management, financial planning and analysis, management assurance, taxation and procurement.
Qualification	B.COM	ICWAI, FCA
List of outside directorships as on 31.03.2017 (in public companies and subsidiaries of public companies)	1. Bhartiya Fashion Retail Limited 2. Bhartiya Urban Infrastructure Limited	1. Vignaharta Renewable Energy Ltd. 2. Manas Renewables Limited 3. Varadvinayak Renewables Limited 4. Vakratunda Renewables Limited 5. Sirocco Renewables Limited 6. Gale Solarfarms Limited 7. SE Solar Limited 8. Tornado Solarfarms Limited 9. Onmobile Global Limited
Chairman/Member of the Board Committees of the Companies as on 31.03.2017	Bhartiya International Limited: Member-Management Committee, Share Transfer Committee.	Onmobile Global Limited Member–Audit Committee, Stakeholders Relationship Committee
No. of shares held	-	-
Relationship with other directors and KMP	-	-
Last salary drawn	Rs. 750,288/-	Rs. 2,778/-*
Name of the Director	Mr. Sandeep Seth	Mr. Shashank
DIN	01408624	01569514
Date of Birth	26/10/1964	27/07/1944
Date of Original Appointment	28/02/2002	30/07/2007
Expertise in Special function areas	A professional with expertise in Accounts, Finance and Taxation.	Retired Foreign Secretary from the Government of India
Qualification	Chartered Accountant	M.Sc.Physics
List of outside directorships as on 31.03.2017 (in public companies and subsidiaries of public companies)	Bhartiya Urban Infrastructure Ltd. Bhartiya International SEZ Ltd.	Hindustan Gum and Chemicals Ltd.
Chairman/Member of the Board Committees of the Companies as on 31.03.2017	Bhartiya International Ltd. Chairman – Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee. Member –Corporate Social Responsibility Committee.	Bhartiya International Ltd. Member– Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee.
	Bhartiya International SEZ Ltd. Member – Audit Committee	
No. of shares held	-	-
Relationship with other directors and KMP	-	-
Last salary drawn	Rs. 25,555/-*	Rs. 24,444/-*

*Sitting fees for attending Board and Committee Meetings.

Name of the Director	Mr. A Sahasranaman	Mr. C L Handa
DIN	01983690	00928283
Date of Birth	18/03/1948	03/03/1937
Date of Original Appointment	30/06/2008	26/05/2004
Expertise in Special function areas	Rich Expertise in Leather sector and served in UNDP and UNIDO Promoting Leather Sector in India. Also served in the J&K Cadre of IAS.	Professional with over 35 years' experience in various fields of Banking. His specialisations are in Credit Management, Foreign Exchange and Merchant Banking.
Qualification	MA (Economics)	B.Sc, CAIIB
List of outside directorships as on 31.03.2017 (in public companies and subsidiaries of public companies)	-	Bhartiya Fashion Retail Ltd. J & J Leather Enterprises Ltd. Bhartiya International SEZ Ltd.
Chairman/Member of the Board Committees of the Companies as on 31.03.2017	-	Bhartiya International Ltd. Member – Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Management Committee.
No. of shares held	-	-
Relationship with other directors and KMP	-	-
Last salary drawn	Rs. 5,556/-*	Rs. 25,555/-*

*Sitting fees for attending Board and Committee Meetings.

ROUTE MAP OF AGM VENUE



ANNEXURE
E-COMMUNICATION REGISTRATION FORM
(Exclusively meant for Shareholders holding shares in physical form)

To,
MAS Services Ltd.
T-34, 2nd Floor,
Okhla Industrial Area,
Phase-II, New Delhi - 110 020
E-mail: info@masserv.com

To,
Company Secretary
Bhartiya International Limited,
56/7, Nallambakkam Village,
(Via Vandalur), Chennai 600048, Tamil Nadu
E-mail: shares@bhartiya.com

Name of Company: BHARTIYA INTERNATIONAL LIMITED

Folio No. :

Name of 1st Registered holder:

Name of Joint holder(s):
.....
.....
.....

E-mail ID (to be registered):

Please register my above e-mail ID in your records for receiving communication in electronic form from the Company.

Date:/...../.....

Signature:
(First holder)

Note: Shareholder(s) are requested to keep the Company informed of change, if any, in the e-mail address.

BHARTIYA INTERNATIONAL LIMITED

Regd. Office : - 56/7, Nallambakkam Village, (Via Vandalur), Chennai, Tamil Nadu - 600048

CIN : L74899TN1987PLC111744, Tel : +91 - 9551050418-21

E-mail : shares@bhartiya.com Website : www.bhartiyafashion.com

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ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN	NO. OF SHARES

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

Commencement of e-voting	From 09.30 a.m. (IST) on 24th September, 2017
End of e-voting	Upto 05.00 p.m. (IST) on 26th September, 2017

- The cut-off date (i.e. the record date) for the purpose of e-voting is 20th September, 2017.

----- TEAR HERE -----

BHARTIYA INTERNATIONAL LIMITED

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ATTENDANCE SLIP

Regd. Folio No. / DP ID - Client ID : _____

Name & Address of First/Sole Shareholder : _____

No. of Shares held : _____

I hereby record my presence at the 30th Annual General Meeting of the Members of Bhartiya International Ltd, held on Wednesday, the 27th September, 2017 at 2.00 p.m. at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu-600 047.

Signature of Member/Proxy

Notes:

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

BHARTIYA INTERNATIONAL LIMITED

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PROXY FORM (MGT-11)

AGM 2017

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

Folio / DP ID-Client ID No. :
Name of the member(S) & Address :

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;
- (2) Name :
Address:
E-mail id: Signature _____, or failing him;
- (3) 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 30th Annual General Meeting of the Company, to be held on Wednesday, the 27th September, 2017 at 2.00 p.m. at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu-600 047, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Vote (Optional see Note 2) (Please mention number of shares)		
		For	Against	Abstain
Ordinary Business				
1.	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2017 and Audited Profit and Loss Account for the financial year ended on that date along with the reports of the Directors and Auditors thereon.			
2.	To declare dividend on equity shares.			
3.	To appoint a Director in place of Mr. A K Gadhok (DIN: 01254410), who retires by rotation and, being eligible, offers himself for re-appointment.			
4.	To appoint Statutory Auditor for a period of 5 years.			
Special Business				
5.	Appointment of Mr. Sanjay Baweja (DIN : 00232126) as an Independent Director.			
6.	Re-appointment of Mr. Sandeep Seth (DIN : 01408624) as an Independent Director.			
7.	Re-appointment of Mr. Shashank (DIN : 01569514) as an Independent Director.			
8.	Re-appointment of Mr. A Sahasranaman (DIN : 01983690) as an Independent Director.			
9.	Re-appointment of Mr. C L Handa (DIN : 00928283) as an Independent Director.			
10.	Re-appointment and continuation of Mr. A K Gadhok (DIN : 01254410) as Whole Time Director after attaining age of 70 years.			
11.	Charges for Service of Documents to the Shareholders			

Signed this----- day of----- 2017

Signature of Shareholder-----

Signature of Proxy holder(s) -----

Affix
Revenue
Stamp not
less than
Rs.0.15

Note :

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Notes :

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

The procedure and instructions for e-voting as given in the Notice of the 30th Annual General Meeting are again reproduced hereunder for easy reference:
- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):
 - a. Open email and open the PDF file viz, Bhartiya e-voting.pdf with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>;
 - c. Click on Shareholder Login.
 - d. Put user ID and password as initial password noted in step (a) above. Click Login.
 - e. Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home Page of remote e-Voting opens. Click on remote e-Voting: Active E-Voting Cycles.
 - g. Select EVEN of Bhartiya International Limited.
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on Submit and also Confirm when prompted.
 - j. Upon confirmation, the message Vote cast successfully will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at info.rsmco@gmail.com with a copy marked to evoting@nsdl.co.in
- II. In case of Members receiving Physical copy of Notice of 30th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy)
 - a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
 - A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e- voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2017.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2017, will be provided the notice through mail or by post after the cut-off date. Such members may also obtain the login ID and password by sending a request atevoting@nsdl.co.in or RTA, MAS Services Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using Forgot User Details/Password- option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
- F. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting.
- H. Mr. Ravi Sharma/M/s. Suman Pandey, Practicing Company Secretaries, Partners, from RSM & Co. has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the Annual General Meeting but have not casted their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes casted through the remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the Annual General Meeting, a consolidated srutinizers report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.bhartiyafashion.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the NSE & BSE Limited, Mumbai.