

Date: 27th September 2017

BHARTIYA
FASHION

The Vice-President,
Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No. - C/1,
G Block, Bandra - Kurla Complex,
Bandra (E), Mumbai - 400051
Fax - 022-26598237/38

NSE Symbol : BIL/EQ

The General Manager,
Listing Department,
BSE Limited,
Floor -25, Phiroze Jeejeebhoy
Tower, Dalal Street,
Mumbai- 400001
Fax - 022-22722037/39/41/61

Scrip Code: 526666

BHARTIYA INTERNATIONAL
LIMITED
38, Sector 44
Gurgaon 122 002
New Delhi Capital Region
India
T +91 124 488 8555
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E bhartiya@bhartiya.com

CIN L74899TN1987PLC111744

Dear Sirs,

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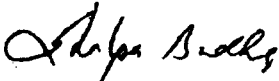
Sub: PROCEEDINGS OF THE 30TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 27TH SEPTEMBER 2017

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the 30th Annual General Meeting of the Members of the Company held today, i.e. 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.

We request you to take the same on your records.

Thanking you,

Yours sincerely,
For Bhartiya International Ltd.


Shilpa Budhia
(Company Secretary)



Encl.: a/a

PROCEEDINGS OF THE 30TH ANNUAL GENERAL MEETING OF BHARTIYA INTERNATIONAL LIMITED HELD ON 27TH SEPTEMBER 2017

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1. DATE, TIME AND VENUE OF THE MEETING:

The 30th Annual General Meeting of the Company was convened and held on Wednesday, 27th September, 2017 and the meeting commenced at 2:00 p.m. at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai-600 047, Tamil Nadu. The Meeting got concluded at 3:10 p.m. on the same day.

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2. BRIEF DETAILS OF ITEMS DELIBERATED AT THE MEETING AND RESULT THEREOF:

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Mr. Ramesh Bhatia, Chairman and Promoter Director, chaired the proceedings of the Meeting.

The requisite quorum being present, the Chairman called the Meeting to order. He introduced the Board Members present on the dais. He informed the members presents that:

- The Notice convening the AGM and the Annual Report Containing the Audited Financial Statements (including the Consolidated Financial Statement) for the Financial Year ended on 31st March, 2017 together with the Board's Report and Auditors' Report thereon along with Notes to the Financial Statements were duly dispatched to the shareholders by e-mail and post.
- The relevant Registers under the applicable provisions of the Companies Act, 2013 and the rules made thereunder were laid on the table and were open for inspection during the AGM.

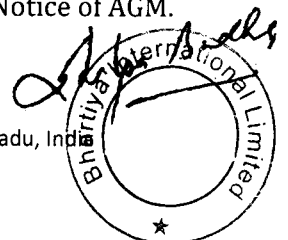
Mr. Ramesh Bhatia, Chairman and Promoter Director, briefed them about the progress & achievements of the Company during the financial year under review. With the permission of the shareholders present, the Notice of the AGM was taken as read.

As there were no qualification in the Reports of the Statutory Auditors and Secretarial Auditors, with due permission of the shareholders present, the same were taken as read.

The Chairman further informed that:

- As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the members were provided with the facility to exercise voting by electronic means through e-voting platform of National Securities Depository Limited (NSDL) on all the resolutions as set out in the Notice of 30th AGM.
- The e-voting period commenced on Sunday, 24th September, 2017 at 9:30 a.m. and ended on Tuesday, 26th September, 2017 at 5:00 p.m.
- The Company had also provided the facility for voting through polling papers to those members who were present at the AGM, either personally or through proxy and who had not cast their vote earlier through e-voting on all the resolutions as set out in the Notice of AGM.

REGISTERED OFFICE ADDRESS: 56/7, Nallambakkam Village (Via Vandalur), Chennai 600 048, Tamil Nadu, India



- The Board of Directors had appointed Mr. Ravi Sharma (CP No. 3666)/ Ms. Suman Pandey (CP No 8404), Partners of RSM & Co, Practicing Company Secretaries, Delhi as the Scrutinizer to scrutinize the e-voting process and voting through Polling Paper at the venue of the AGM in a fair and transparent manner.

The following items of business, as per the Notice of AGM dated 29th May, 2017, were then put to vote through Polling Paper (to be voted by only those shareholders who have not casted their vole earlier through e-voting):

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ORDINARY BUSINESS

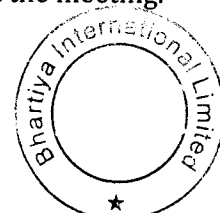
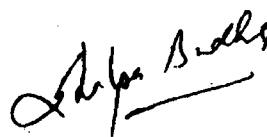
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- Consideration and adoption of Audited Financial Statement as on 31st March, 2017 together with the Reports of the Board of Directors and the Auditor thereon.
- Approval for payment of final dividend declared @ Re. 1.2/- per Equity Share for the financial year ended 31st March, 2017.
- Re-appointment of Mr. A. K. Gadhok (DIN: 01254410), who retires by rotation and being eligible, offers himself for re-appointment.
- Appointment of M/s. K A S G & Co., Chartered Accountants (Firm Registration No. 002228C), 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,

SPECIAL BUSINESS

- Appointment of Mr. Sanjay Baweja (DIN: 00232126) as an Independent Director
- Re-appointment of Mr. Sandeep Seth (DIN: 01408624) as an Independent Director.
- Re-appointment of Mr. Shashank (DIN: 01569514) as an Independent Director.
- Re-appointment of Mr. A. Sahasranaman (DIN: 01983690) as an Independent Director.
- Re-appointment of Mr. C. L. Handa (DIN: 00928283) as an Independent Director.
- Re-appointment and continuation of Mr. A. K. Gadhok (DIN: 01254410) as Whole Time Director after attaining age of 70 years.
- Charges for Service of Documents to the Shareholders

Clarifications were provided to the queries raised by the members at the meeting.



The Scrutinizer locked and sealed the empty Poll box in presence of the members. The members/ proxy shareholders after casting their votes deposited filled up Poll papers in the Poll Box. The Poll box with the Poll papers was handed over to the Scrutinizer.

The Chairman further informed the members present that the consolidated results of the voting will be declared within 48 hours of the conclusion of the AGM upon receipt of the Scrutinizer' s Report and will be displayed at the Registered Office of the Company situated at 56/7, Nallambakkam Village, (Via Vandalur), Chennai, Tamil Nadu – 600048. The same will also be available on the Company's website www.bhartiyafashion.com and the website of NSDL viz. www.evotingnsdl.com and communicated to the Stock Exchanges where the shares of the Company are listed.

After conclusion of the voting process the meeting ended with a vote of thanks to the Chair.

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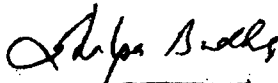
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A brief profile of the Auditors and Directors appointed/re-appointed is annexed as Annexure A.

Thanking you,

Yours sincerely,
For Bhartiya International Ltd.


Shilpa Budhia
(Company Secretary)



ANNEXURE - A

AUDITORS:

M/s. K A S G & Co., Chartered Accountants

M/s. KASG & Co., Chartered Accountancy Firm is Founded in the year 1984, and spread across North and East India, registered with ICAI vide Reg No. 002228C. The firm is apt in providing Financial Services, Indirect Tax (Service Tax, Custom & Excise Duty, VAT/CST etc.), Direct Tax, Company Law, FEMA, RBI Economic Zone, and Accounting Services. Further, they also deal in services involving Company Registration in India, Advice on Joint Ventures, LLP Registration, Import Export Code, International Taxation, Management Consultancy and due diligence Services etc.

The business operations are managed by 11 professionally qualified Chartered Accountants.

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DIRECTORS

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	01/04/1999	05/12/2016
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
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
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

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