

BHARTIYA
FASHION
BHARTIYA INTERNATIONAL LIMITED

Registered Office : 56/7, Nallambakkam Village, (Via Vandalur) Chennai - 600048, Tamil Nadu
CIN : L74899TN1987PLC111744, Tel. : +91 9551050418-21
E-mail : shares@bhartiya.com Website : www.bhartiyaafashion.com

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of Bhartiya International Limited will be held on Thursday, 26th September 2019 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 Audited Financial Statements (Consolidated and Standalone) of the Company for the financial year ended 31st March, 2019 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 2018-19.

Item No 3 – Appointment of Director

To appoint a Director in the place of Mr. Nikhil Aggarwal (DIN: 01891082), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item no. 4 - Approval for continuation of Mr. Ramesh Bhatia (DIN: 00052320) as Non- Executive Director, who will attain the age of Seventy-Five (75) years

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from April 1, 2019) including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of Members of the Company be and is hereby accorded to Mr. Ramesh Bhatia (DIN: 00052320), Non-Executive Director of the Company, on attainment of the age of seventy five (75) years, to continue as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

Item No 5 - To ratify and approve the limit of remuneration payable to related party's appointment to any office or place of profit

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

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) ratification and approval of the member be and is hereby accorded for payment of consultancy fees exceeding Rs. 2,50,000/- per month with effect from 1st July, 2019, to Mr. Robert Burton Moore Jr., (DIN 08108097), Director of the Company, who has been appointed as Consultant for Marketing of the Company's business so however that the aggregate remuneration shall not exceed Rs. 10,00,000/- per month.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Nomination and Remuneration Committee/Board of Directors of the Company, to finalise and decide the change in designation/ revisions in the remuneration payable to Mr. Robert Burton Moore Jr. from time to time in accordance with the Company's policy on performance measurement and such other applicable/relevant policies and to perform and execute all such acts, deeds, matters and things (including delegating such authority), as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

Item No 6 – To approve the limit of remuneration payable to Mr. Robert Burton Moore Jr. (DIN 08108097) over and above other Non-Executive Directors

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

"RESOLVED THAT pursuant to the provision of Regulation 17(6)(ca) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval be and is hereby accorded for payment of remuneration to Mr. Robert Burton Moore Jr. (DIN 08108097) Non-Executive Director of the Company, details whereof are set out in the Explanatory Statement, being in excess of fifty percent of the total annual remuneration payable to all Non-Executive Directors."

"RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and the Company Secretary, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

Item No 7 - Approval for appointment of Mr. Snehdeep Aggarwal as Chairman and payment of Remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company and subject to such sanctions and approvals as may be necessary, approval and ratification of the Company be and is hereby accorded to the appointment of Mr. Snehdeep Aggarwal (DIN: 00928080) as the Executive Chairman of the Company for a period from 1st April, 2019 till 31st May, 2019, with nil remuneration, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Snehdeep Aggarwal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof.

RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules made thereunder and Articles of Association of the Company , approval of the members be and is hereby accorded to appoint Mr. Snehdeep Aggarwal (DIN: 00928080) as Non-Executive Chairman of the Company, liable to retire by rotation with effect from 1st June 2019 till 31st March 2024.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded for payment of remuneration to Mr. Snehdeep Aggarwal in the capacity of Non-Executive Directors of the Company, and as Chairman, Mr. Snehdeep Aggarwal would be entitled to additional remuneration and benefits as may be determined by the Board of Directors of the Company, provided however that the aggregate remuneration, including commission, paid to the Directors other than the Whole-time Director in a financial year shall not exceed one percent of the net profits of the Company, in terms of Section 197 of the Act and computed in the manner referred to in Section 198 of the Act.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197(2), the above remuneration shall be exclusive of any fees payable to Mr. Snehdeep Aggarwal for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Snehdeep Aggarwal (DIN: 00928080) as Non-Executive Chairman and Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
For Bhartiya International Limited

Sd/-

Shilpa Budhia

Company Secretary

(M. No. : A23564)

Place : Gurugram

Date : 6th August, 2019

Notes:

1. The Explanatory Statement setting out the material facts 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 (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) 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. At the 30th Annual General Meeting of the Company held on 27th September, 2017, the members approved appointment of M/s. K A S G & Co., Chartered Accountants, Gurugram (Firm Registration No 002228C), as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 35th Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting. The Ministry of Corporate Affairs vide notification No. S.O. 1833(E) dated 7th May, 2018, has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 32nd Annual General Meeting.
4. 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.
5. The Notice and the Annual Report will also be available under the Investor Relations section on the website of the Company www.bhartiyafashion.com.
6. Brief resume of Directors including those 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 36 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.
7. 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.
8. 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.

9. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 20th September 2019 to Thursday 26th September 2019 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares for the financial year ended 31st March 2019, if declared at the Meeting.
10. 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 19th September, 2019.
11. 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.
12. 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.
13. Under Section 124 of the Companies Act, 2013 (the "Act") and the applicable rules, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has transferred unpaid/unclaimed dividend upto the financial years 2010-11 to IEPF.

The Company has been sending reminders to those members having unpaid/unclaimed dividend before transfer of such dividend to IEPF. Details of the unpaid/unclaimed dividend are also uploaded as per the requirements, on the Company's website www.bhartiyafashion.com. Members who have not encashed their dividend pertaining to the financial years beginning from 2011-12 till 2017-18 are advised to write to the Company or MAS Services Limited, the Registrar and Share Transfer Agent of the Company, at their address, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110 020, E-mail: info@masserv.com immediately, claiming dividends declared by the Company.
14. Pursuant to Section 124(6) of the Companies Act, 2013, read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereon (IEPF Rules), all shares in respect of which dividend has not been paid/claimed for seven consecutive years or more shall be transferred in the name of Investor Education and Protection Fund (IEPF) Authority. The details of such shares transferred to IEPF has been uploaded on the website of the Company www.bhartiyafashion.com. The Members whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by applying to the IEPF Authority through Form IEPF 5 available on the website of IEPF Authority www.iepf.gov.in.
15. The annual report for 2018-19 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 2018- 19 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 communication the shareholders may also send requests to shares@bhartiya.com.
16. The members who are holding shares in demat mode are requested to support Green initiative by registering/updating 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.
17. 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 the Depository Participants with whom they maintain their demat accounts.

18. Pursuant to SEBI notification dated June 8, 2018, transfer of shares in physical mode is prohibited and mandates holding in demat except in case of transmission or transposition. Accordingly, Members are requested to convert the physical holding to demat through depository participant. Members may contact the Company for any assistance in the said process of physical to demat of shares.

19. **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; Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Rules, 2015 and SS-2 issued by ICSI, 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 Company will also make facility for voting at the meeting i.e. Insta Poll and Members attending the meeting who have not cast their vote(s) by remote e-voting will be able to vote at the meeting through Insta Poll;
- (iii) The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iv) In case of Joint holders attending AGM, the Member whose name appears as the first holder in order of names as per the Registered of Members of the Company will be entitled to vote.
- (v) 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.
- (vi) 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.
- (vii) 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. 19th September 2019.
- (viii) 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. 19th September 2019 only shall be entitled to avail the facility of remote e-voting / Insta Poll.
- (ix) 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. 19th September, 2019, may obtain login ID and password by sending a request at evoting@nsdl.co.in or to the Registrar & Share Transfer Agents, M/s. MAS Services Limited at info@masserv.com. 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 have forgotten your password, you can reset the password using "Forgot User Details/Password" option available on www.evoting.nsdl.com
- (x) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.30 a.m. (IST) on 23rd September 2019

End of remote e-voting: Up to 5.00 p.m. (IST) on 25th September 2019

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.

- (xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 26th September 2019.

Voting electronically using NSDL e-Voting system.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.

1. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
2. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
3. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 01456 then user ID is 101456001***.

4. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.

Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
5. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 7. Now, you will have to click on "Login" button.
 8. After you click on the "Login" button, Home page of e-Voting will open.
Details on Step 2 is given below:
How to cast your vote electronically on NSDL e-Voting system?
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of Bhartiya International Limited.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsmco121@gmail.com/ contact@csrsm.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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

ITEM NO.4

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Ramesh Bhatia is one of the Promoter of the Company. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee and taking into account the need for providing advice, guidance and mentorship to the Company's management, approved the continuation of Mr. Ramesh Bhatia as Non- Executive Director of the Company, liable to retire by rotation.

The brief resume of said Director, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice.

Mr. Ramesh Bhatia and his relatives are concerned or interested in the Special Resolutions as set out at item no. 4 of the Notice with regard to continuance of his Directorship.

None of the other Directors and Key Managerial Personnel are deemed to be concerned or interested, financially or otherwise in the proposed Special Resolution, except to the extent of their shareholding in the Company.

The Board of Directors accordingly recommends the Special Resolution as mentioned at item no. 4 of this Notice for approval by Members of the Company.

ITEM NOS. 5 & 6

The Company is desirous of utilizing the expertise of Mr. Robert Burton Moore Jr., Director for business requirements and hence wants to pay consultancy fees to him towards his appointment as Consultant for Marketing of our business.

As such, Mr. Robert Burton Moore Jr. will hold office or place of profit in the Company within the meaning of Section 188 of the Companies Act, 2013.

As per provisions of section 188 (1)(f) read with rule 3(b) of Companies (Meetings of Board and its Powers) Rules, 2014 approval of shareholders is required if the monthly remuneration of such person exceeds Rs. 2,50,000/-per month. Since the company is benefitted from the services of the above-mentioned Director holding office or place of profit in the Company, the Board has sanctioned his consultancy fees exceeding Rs. 2,50,000/- per month which is justified.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members till the Annual General Meeting as per details mentioned in the Notes.

Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required every year, if the remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together. Your approval is therefore sought for the payment of upto Rs. 95 lakhs towards Consultancy Fees for Marketing of the Company's business, to be paid to Mr. Robert Burton Moore Jr. for the financial year 2019-20.

Mr. Robert Burton Moore Jr is interested in the resolution set out at Item No. 5& 6 of the Notice, which pertains to his appointment and his holding position of office or place of profit.

The relatives of Mr. Robert Burton Moore Jr may be deemed to be interested in the resolutions set out at Item No. 5 & 6 of the Notice, to the extent of their shareholding interest, if any, in the Company. None of the other Directors/KMP are interested in the aforesaid resolution.

The Board accordingly recommends the special resolutions as set forth in Item Nos. 5&6 for the approval of the members.

Brief resume of Mr. Robert Burton Moore Jr, 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. 7

Mr. Snehdeep Aggarwal is the promoter of the Company who has set up the business himself being the first-generation entrepreneur with huge experience in product development, marketing, export and manufacturing. With global design, manufacturing and marketing facilities making it India's largest leather goods exporter, the Company has achieved substantial growth under Mr. Aggarwal's leadership and the Company is internationally respected as an industry leader with a vertically integrated supply chain complete with its own tannery, manufacturing and sewing factories. He is involved in all major business policies and strategic decision making of the Company. His continued association and supervision with the Company will help the Company to further strengthen its position in manufacturing, international marketing and distribution in the years to come.

The tenure of Mr. Snehdeep Aggarwal as Managing Director of Bhartiya International Limited had concluded on 31st March 2019. Mr. Snehdeep Aggarwal was appointed as Executive Chairman with effect from 1st April 2019 for a period of 5 years, subject to approval of shareholders in the ensuing Annual General Meeting.

However, Mr. Snehdeep Aggarwal had expressed his desire to continue as Non-Executive Director and Chairman to provide guidance and mentorship to the executive management with effect from 1st June 2019 till 31st March 2024 on such remuneration as set out in the Resolution no. 7 which would include;

- a) Monthly remuneration
- b) Rent free furnished accommodation owned / leased / rented by the Company.
- c) Medical expenses for self and spouse.
- d) Use of chauffeur driven Company car for personal use.

Requisite Notice under Section 160 of the Companies Act, 2013 ('the Act') proposing the appointment of Mr. Snehdeep Aggarwal has been received by the Company, and consent has been filed by Mr. Snehdeep Aggarwal pursuant to Section 152 of the Act.

Mr. Snehdeep Aggarwal is interested in the resolution set out at Item No. 7 of the Notice, which pertains to his appointment. The relatives of Mr. Snehdeep Aggarwal may be deemed to be interested in the resolutions set out at Item No. 7 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 towards appointment and ratification of Mr. Snehdeep Aggarwal as Executive Chairman for the period 1st April, 2019 till 31st May, 2019 and Non-Executive Chairman for the period 1st June 2019 till 31st March 2024 as set forth in Item No. 7 for the approval of the members.

Brief resume of Mr. Snehdeep Aggarwal, 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(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided at the end of the Notice.

By Order of the Board
For Bhartiya International Limited

Sd/-

Shilpa Budhia

Company Secretary

(M. No. : A23564)

Place : Gurugram

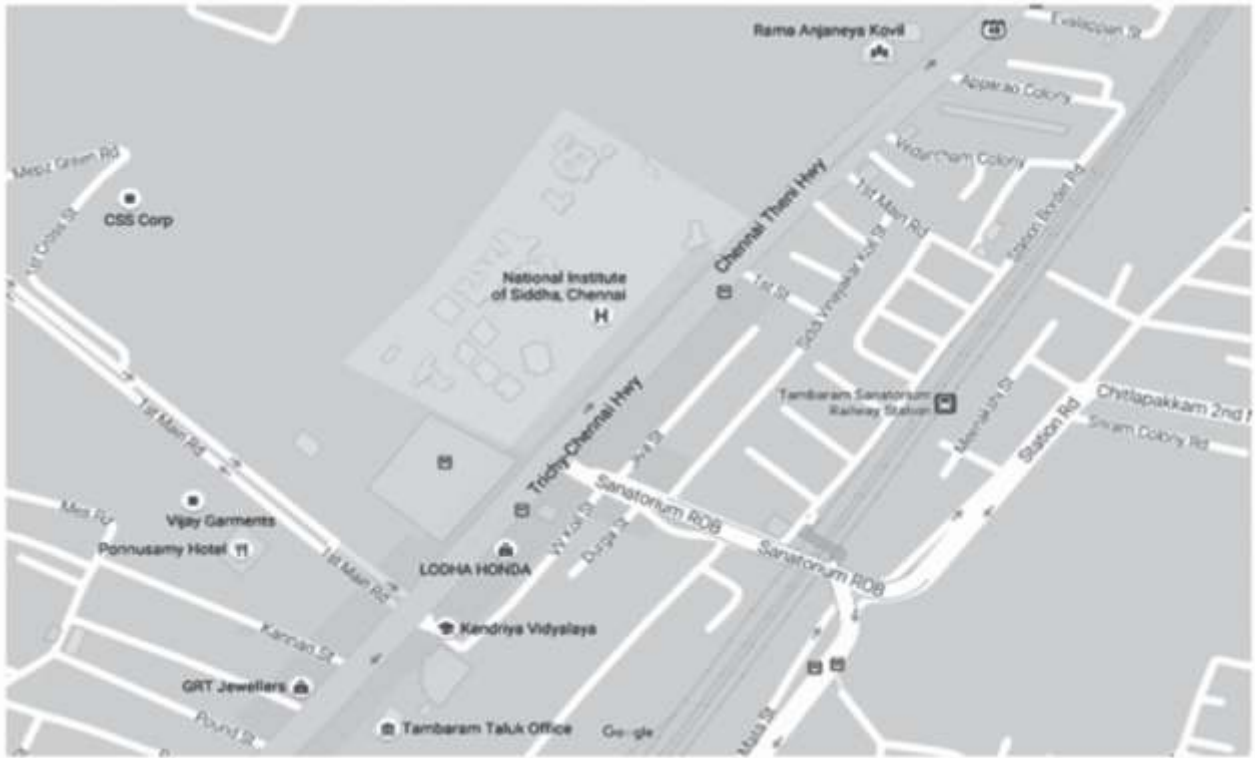
Date : 6th August, 2019

ANNEXURE – 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:

Details of the Directors seeking appointment/ re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

Name of Director	Mr. Nikhil Aggarwal		Mr. Ramesh Bhatia		Mr. Robert Burton Moore Jr		Mr. Snehdeep Aggarwal	
Date of Birth	23.10.1975		09.12.1946		18.09.1950		10.11.1956	
DIN	01891082		00052320		08108097		00928080	
Nationality	Indian		Indian		United State of America		Indian	
Qualifications	BE- Mech. Engg., MBA		Science Graduate		BBA degree (Marketing and Accounts) from The University of Mississippi, Oxford, Mississippi, USA		M.A. Economics	
Date of first appointment on the Board	04.10.2007		06.09.1987		16.04.2018		07.01.1987	
Expertise/Experience in specific functional areas	Experience in International Marketing and Management		Business Management. He is also the promoter of Bhartiya International Ltd.		Marketing expert, studied at University of Mississippi; received Taylor Medal in 1988. Was named among the 20 Most Powerful Tanners in World in Leather International Magazine, 2012.		Entrepreneur with huge experience in manufacturing, marketing & export of leather garments. He is the main promoter of Bhartiya International Ltd.	
Directorships held in other companies	Ultima Italia S.R.L. (Overseas Company)		R.L. Bhatia Associates Pvt. Ltd.		Rocky Brands Inc. (Overseas Company)		Bhartiya City Developers Pvt. Ltd.	
			Indian Exchange Ltd.				Bhartiya Advisory Services Pvt. Ltd.	
			Bhartiya Global Marketing Ltd.				Bhartiya Global Ventures Pvt. Ltd.	
			Bhartiya Infrastructure Pvt. Ltd.				Bhartiya Infotech Pvt. Ltd.	
							Utopia Management Services (India) Pvt. Ltd.	
							Itopia Management Services (India) Pvt. Ltd.	
							Springdale Trading Pvt. Ltd.	
							Crystal Merchant Trading Pvt. Ltd.	
							Bhartiya Infrastructure Pvt. Ltd.	
Relationship with other Directors, Manager and other KMP of the Company	Mr. Nikhil Aggarwal is the nephew of Mr. Snehdeep Aggarwal		NIL		NIL		Brother's son - Mr. Nikhil Aggarwal	
Terms and conditions of appointment/ continuation of Directorship	He is proposed to be re-appointed as Non Executive Director liable to retire by rotation.		He is proposed to be re-appointed as Non-Executive Director liable to retire by rotation on attaining the age of 75 years.		The terms and conditions and details of remuneration sought to be paid is given in the resolutions/explanatory in this Notice.		The terms and conditions and details of remuneration sought to be paid is given in the resolutions/explanatory in this Notice.	
Details of last Remuneration drawn (F.Y. 2018-19)	NIL		Rs. 2778/- (Sitting Fees)		Rs. 89,95,000/-		Rs. 18,39,600/-	
Details of proposed Remuneration	NIL		(Sitting Fees)		Rs. 95,00,000/-		Within 1% of net profits of the Company for the FY 2019-20	
Number of Meetings of the Board attended during the F.Y. 2018-19*	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended
	4	4	4	1	4	4	4	4
Chairman / Member of the Committee of the Board of Directors of this Company	Name of the Committees	Chairman / Member	Name of the Committees	Chairman/ Member	Name of the Committees	Chairman / Member	Name of the Committees	Chairman / Member
	-	-	Corporate Social Responsibility	Member	-	-	Corporate Social Responsibility	Chairman
							Share Transfer	Member
							Management	Member
Committee Membership in other Companies	Name of the Company	Name of the Committees	Name of the Company	Name of the Committees	Name of the Company	Name of the Committees	Name of the Company	Name of the Committees
	-	-	-	-	-	-	Bhartiya City Developers Private Limited	Corporate Social Responsibility
Shareholding in the Company as on 31 st March, 2019	20000		340250		-		1143362	

ROUTE MAP OF AGM VENUE



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

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
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 23 rd September, 2019
End of e-voting	Upto 05.00 p.m. (IST) on 25 th September, 2019

- The cut-off date (i.e. the record date) for the purpose of e-voting is 19th September, 2019.

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

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

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 32nd Annual General Meeting of the Members of Bhartiya International Ltd, held on Thursday, 26th September 2019 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

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

PROXY FORM (MGT-11)

AGM 2019

[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 32nd Annual General Meeting of the Company, to be held on Thursday, 26th September, 2019 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 Financial Statements of the Company for the year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.			
2.	To declare Final dividend on Equity Shares for the Financial Year 2018-19.			
3.	To appoint a Director in place of Mr. Nikhil Aggarwal (DIN: 01891082), who retires by rotation and, being eligible, offers himself for re- appointment.			
Special Business				
4.	Approval for continuation of Mr. Ramesh Bhatia (DIN: 00052320) as Non- Executive Director, who will attain the age of Seventy Five (75) years.			
5.	To approve the limit of remuneration payable to related party's appointment to any office or place of profit.			
6.	To approve the limit of remuneration payable to Mr. Robert Burton Moore Jr. (DIN: 08108097) over and above other non-executive directors.			
7.	Approval for appointment of Mr. Snehdeep Aggarwal as Chairman and payment of remuneration.			

Signed this _____ day of _____ 2019

Signature of Shareholder _____

Signature of Proxy holder(s) _____

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.

Affix
Revenue
Stamp not
less than
Rs.0.15