

REGISTER OF DIRECTORS AND KEY MANAGERIAL

(Pursuant to Section 170 of companies Act, 2013 and Rule 17 of

PERSONNEL WITH THEIR SHARE HOLDINGS

Companies (Appointment and Qualifications of Directors) Rule, 2014)

Name of the company: BHARTIYA INTERNATIONAL

LIMITED/PRIVATE LIMITED



Director Identification No. (Optional for KMP)	Name and Surname in Full Any Former Name and Surname in Full	Date of Birth	Permanent Residential Address Present Residential Address	Date of Board Resolution in which Appointment made Date of Appointment and Reappointment in the Company Date of Cessation of Office and Reasons thereof	Office of Director or KMP held or Relinquished in any other body Corporate
	Father's Name, Mother's Name and Spouse's Name (if married) and Surname in full	Nationality (Including Nationality of origin if different) Occupation			
10928080	Snehdeep Aggarwal	10/11/1956	J-101, (W-15/4) Western Indira Avenue, Saket Farms, Khanpur, New Delhi-110029	07/01/1987	
	U. Sh. Chaman Lal Aggarwal	Business			

Membership No. of the ICSI in case of Company Secretary	Income Tax PAN (Mandatory for KMP not having DIN)	DETAILS OF SECURITIES HELD IN THE COMPANY ITSELF, ITS HOLDING COMPANY, SUBSIDIARY COMPANY, SUBSIDIARY OF HOLDING COMPANY OR ASSOCIATE COMPANY									
		Name of Company wherein Securities held Whether the Company itself, its Holding Company, Subsidiary Company or Associate Company	No. Description and Nominal Value of Securities	Date of Acquisition Price or Other Consideration Paid	Date of Disposal Price or Other Consideration Received	Cumulative Balance and No. of Securities held after each Transaction	Mode of Acquisition Mode of holding Physical or Dematerialised	Whether Securities Pledged or any Encumbrance created			
7	8	9	10	11	12	13	14	15			
		Bhartiya Advisory Services Private Limited	5000 Shares of Rs. 10/- each								
		Bhartiya Global Private Limited	5000 Shares of Rs. 10/- each								
		Bhartiya Infotech Private Limited	1000 Shares of Rs. 10/- each								
		Utopia Management Services (India) Private Limited	1000 Shares of Rs. 10/- each								
		Utopia Management Services (India) Private Limited	44000 Shares of Rs. 10/- each								
		Springdale Trading Private Limited	5000 Shares of Rs. 10/- each								
		Crysal Merchant Trading Private Limited	4000 Shares of Rs. 10/- each								
		Bhartiya Infotech Private Limited	5000 Shares of Rs. 10/- each								
		Bhartiya Infotech Private Limited	1000 Shares of Rs. 10/- each								

REGISTER OF CONTRACTS AND BODIES ETC. IN CONTRACTS AND BODIES ETC. IN

Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

Table with 7 columns: Date of Contract/Arrangement, Name of the Party with which Contract is entered into, Name of the Interested Director, Relation with Director/Company/Nature of Concern or Interest, Principal Terms and Conditions, Whether the Transaction is at Arm's Length Basis, Date of Approval at the Meeting of the Board.

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Table with 2 columns: Name of the Companies / Bodies Corporate / Firms / Association of Individuals, Name of the Interested Director.

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014

is concerned or interested under sub-section (2) of Section 184

Table with 17 columns: No. of Directors Present in the Meeting, Directors Voting in Favour, Directors Voting Against, Directors Remaining Neutral, Date of the Next Meeting at which Register was Placed for Signature, Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188, Amount of Contract or Arrangement, Date of Share holders Approval if any, Signature, Remarks if any.

under sub-section (1) of Section 184, in which any director is having any concern or interest

Table with 4 columns: Nature of Interest or Concern / Change in Interest or Concern, Shareholding, Date on which Interest or Concern Arose/Changed, and a final column for Date and Place.



[Pursuant to section 189 (1) of Companies Act, 2013 and

rule 16 (1) of Companies (Meetings of Board & Its Powers) Rules, 2014]



A. Contracts or agreement with any related party under Section 188 or in which any Director

1	2	3	4	5	6	7
Date of Contract/Arrangement	Name of the Party with which Contract is entered into	Name of the Interested Director	Relation with Director/ Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval Meeting of the Board
	Mr. Srueldeep Aggarwal	Mr. S. Aggarwal		Director remuneration	Yes	11/08/2022
	Mr. Manoj Khatkar	Mr. Manoj Khatkar		Salary	Yes	11/08/2022
	Mr. Ramesh Bhatia	Mr. Ramesh Bhatia		Sitting fee	Yes	11/08/2022
	Mr. C. L. Handa	Mr. C. L. Handa		Sitting fee	Yes	11/08/2022
	Mr. Srueldeep Sethi	Mr. Srueldeep Sethi		Sitting fee	Yes	11/08/2022
	Mr. Shagshank	Mr. Shagshank		Sitting fee	Yes	11/08/2022
	Mr. A. Subrahmaniam	Mr. A. Subrahmaniam		Sitting fee	Yes	11/08/2022
	Mr. S. M. Swathi	Mr. S. M. Swathi		Sitting fee	Yes	11/08/2022
	Mr. Raj Kumar Choudhary	Mr. Raj Kumar Choudhary		Salary	Yes	11/08/2022
	Mr. Raj Kumar Choudhary	Mr. Raj Kumar Choudhary		Consultancy Charge	Yes	11/08/2022

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

is concerned or interested under sub-section (2) of Section 184

Details of Voting on such Resolution			12	13	14	15	16	17	
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against							Date of the Next Meeting at which Register was Placed for Signature
8	9	10	11	11/11/2022	29,53,056/-	11/11/2022	11/11/2022		
				11/11/2022	11,111/-	11/11/2022	11/11/2022		
				11/11/2022	23,728/-	11/11/2022	11/11/2022		
				11/11/2022	23,728/-	11/11/2022	11/11/2022		
				11/11/2022	23,728/-	11/11/2022	11/11/2022		
				11/11/2022	19,444/-	11/11/2022	11/11/2022		
				11/11/2022	2,768,933/-	11/11/2022	11/11/2022		
				11/11/2022	3,00,000/-	11/11/2022	11/11/2022		

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date: 11/08/2022
Place: Gurgaon



REGISTER OF CONTRACTS AND BODIES ETC. IN

Pursuant to section 189 (1) of Companies Act, 2013 and

A. Contracts or agreement with any related party under Section 188 or in which any Director

1	2	3	4	5	6	7
Date of Contract/ Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/ Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
1	Devgang Industries Pvt. Limited	Mr. Manoj Khathun		Sales	Yes	11/11/2022
	ZKT Leather Enterprises Ltd	Mr. Manoj Khathun		Job work/Leasing	Yes	11/11/2022
	Utkarj Metals SRL			Purchase	Yes	11/11/2022
	ZKT Leather Enterprises Ltd	Mr. Manoj Khathun		Contracting	Yes	11/11/2022
	Thapsa Mangrove Source (P) Ltd	Mr. Sankalp Aggarwal		Log and Pulp	Yes	11/11/2022
	Shaktiya Global Marketing Pvt. Limited Bhatia	Mr. Manoj Khathun		900 Pallets	Yes	11/11/2022
	DEI Leadwaste Systems Ltd	Mr. Manoj Khathun		Recycling Plant	Yes	11/11/2022
	Shaktiya Global Marketing Pvt. Ltd	Mr. Manoj Khathun		Service Charge	Yes	11/11/2022
	Shaktiya Global Marketing Pvt. Ltd	Mr. Manoj Khathun		Recycling Plant	Yes	11/11/2022
	Reshmi Industries Pvt. Ltd			Recycling Plant	Yes	11/11/2022
	Shaktiya Global Marketing Pvt. Ltd	Mr. Sankalp Aggarwal		Recycling Plant	Yes	11/11/2022
	Mr. Sankalp Aggarwal	Mr. Sankalp Aggarwal		Disposal Fee	Yes	11/11/2022
	Mr. Manoj Khathun	Mr. Manoj Khathun		Sales	Yes	11/11/2022
	Mr. Raj Kumar Chawla	Mr. Raj Kumar Chawla		Sales	Yes	11/11/2022

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)

is concerned or interested under sub-section (2) of Section 184

8	9	10	11	12	13	14	15	16	17
No. of Directors Present in the Meeting	Directors Voting In Favour	Directors Voting Against	Directors Remaining Neutral	Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
				13/02/2023		1182291/-			
				13/02/2023		24336709/-			
				13/02/2023		93884/-			
				13/02/2023		6000000/-			
				13/02/2023		10000000/-			
				13/02/2023		25000/-			
				13/02/2023		6900000/-			
				13/02/2023		3000000/-			
				13/02/2023		1171232/-			
				13/02/2023		4500000/-			
				13/02/2023		4689052/-			
				13/02/2023		2850000/-			
				13/02/2023		1886094/-			
				13/02/2023		956601			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed

Date: 11/11/2022
Place: Chandigarh

(Signature)



**REGISTER OF CONTRACTS
CONTRACTS AND BODIES ETC. IN**

(Pursuant to section 189 (1) of Companies Act, 2013 and

**WITH RELATED PARTY AND
WHICH DIRECTORS ARE INTERESTED**

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)

is concerned or interested under sub-section (2) of Section 184

1	2	3	4	5	6	7
Date of Contract/ Arrangement	Name of the Party with which Contract is entered into	Name of the interested Director	Relation with Director/ Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whether the transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board
	Mr. C. L. Handa			Staying fees	Yes	11/11/2022
	Mr. Sandeep Sethi			Staying fee	Yes	11/11/2022
	Mr. Shashank			Staying fee	Yes	11/11/2022
	Mr. A. Sakshivanam			Staying fee	Yes	11/11/2022
	Ms. Srinivasa S M.			Staying fee	Yes	11/11/2022
	Mr. Navkiran Singh Gai	Mr. Navkiran Singh Gai		Staying fee	Yes	11/11/2022
	Mr. Deepak Bhargava	Mr. Deepak Bhargava		Staying fee	Yes	11/11/2022

B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director

8	9	10	11	12	13	14	15	16	17
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral	Date of the Next Meeting at which Register was Placed for Signature	Reference of Specific Items - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share holders Approval if any	Signature	Remarks if any
				13/02/2023		23,738/-			
				13/02/2023		23,738/-			
				13/02/2023		83334/-			
				13/02/2023		36111/-			
				13/02/2023		55,551/-			
				13/02/2023		29,270/-			
				13/02/2023		23,738/-			

under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed	Date of Share holders Approval if any	Signature	Remarks if any

Date: 11/11/2022
Place: Srirangpur





Form MBP-4

Register of Contracts and Bodies etc. in

with related Party and which Directors are Interested

The Companies Act, 2013

Persuant to Section 189 (1) of the Companies Act, 2013 and Rule 16(1) of

the Companies (Meetings of Board & its Powers) Rules, 2014

concerned or interested under sub-section (1) of Section 184

Date of Contract / Arrangement	Name of the Party with which contract is entered into	Name of the Interested Director	Relation with Director, Director's Name of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is in the Nature of a Loan or a Quasi-loan	Date of Approval of the Board	Details of Voting on such Resolution						Date of the Next Meeting at which the Register was Rectified for Signature	Reference of Specific Items (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share Holders Approval if any	Signature	Remarks if any	
							No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral	Directors Present in Favour	Directors Present in Against							Directors Present Neutral
1	Ultima SA	Mr. Manoj Khattar		Salaries of Board	Yes	30/01/2023													
2	JAT Leathers Enterprises Ltd	Mr. Manoj Khattar		Salaries	Yes	30/01/2023													
3	Ravulim T. L. Enterprises Pvt	Mr. Manoj Khattar		Salaries	Yes	30/01/2023													
4	JAT Leathers Enterprises Ltd	Mr. Manoj Khattar		Job work/leasing	Yes	30/01/2023													
5	Design Induktiva China			Purchase	Yes	30/01/2023													
6	Ultima Datta SRL			Purchase	Yes	30/01/2023													
7	Ultima SA			Purchase	Yes	30/01/2023													
8	JAT Leathers Enterprises Ltd	Mr. Manoj Khattar		Commission	Yes	30/01/2023													
9	JAT Leathers Enterprises Ltd	Mr. Manoj Khattar		Consulting charges	Yes	30/01/2023													
10	JAT Leathers Enterprises Ltd	Mr. Manoj Khattar		Legal and financial assistance	Yes	30/01/2023													
11	Robex Management Services Pvt	Mr. Sushant Agarwal		Ticketing	Yes	30/01/2023													
12	Shaktiya Sakti Handbags Pvt	Mr. Kamtek Bhatia		Rent Rate	Yes	30/01/2023													

B. Name of the bodies corporate, firms or other association of individuals as mentioned

under sub-section (1) of Section 184, in which any director is having any concern or interest

Names of the Companies / Bodies Corporate / Firms / Association of Individual	Name of the Interested Director	Nature of Interest or Concern / Change in Interest or Concern	Shareholding (if any)	Date on which Interest or Concern Arose / Changed

Date: 30/01/2023
Place: Coimbatore

Signature



Form MBP-4

Register of Contracts and Bodies etc. in

with related Party and which Directors are Interested

The Companies Act, 2013

Persuant to Section 189 (1) of the Companies Act, 2013 and Rule 16(1) of

the Companies (Meetings of Board & its Powers) Rules, 2014

concerned or interested under sub-section (2) of Section 184

A. Contracts or agreement with any related party under Section 188 or in which any Director is							B. Name of the bodies corporate, firms or other association of individuals as mentioned									
Date of Contract / Arrangement	Name of the Party with which Contract is entered into	Name of the Interested Director	Relation with Director / Name of Concern or Interest	Principal Terms and Conditions	Whether the Transaction Am's Length Basis	Date of Approval Meeting of the Board	No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral	Date of the Meeting in which Register was Placed for Signature	Reference of the Specific Items (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangement	Date of Share Holders Approval if any	Signature	Remarks if any
1	J&J Leathin Enterprises	Mr. Navroj Khattar		Rent Paid	Yes	30/05/2023					11/08/2023		60,000/-			
	Bank of India	Mr. Navroj Khattar		Loan	Yes	30/05/2023					11/08/2023		12,59,51/-			
	Bank of India	Mr. Navroj Khattar		Loan	Yes	30/05/2023					11/08/2023		4,50,000/-			
	Bank of India	Mr. Navroj Khattar		Loan	Yes	30/05/2023					11/08/2023		46,92,024/-			
	Bank of India	Mr. Navroj Khattar		Loan	Yes	30/05/2023					11/08/2023		2,25,000/-			
	Bank of India	Mr. Navroj Khattar		Loan	Yes	30/05/2023					11/08/2023		2,28,677/-			
	Bank of India	Mr. Navroj Khattar		Loan	Yes	30/05/2023					11/08/2023		99,20,11/-			
	Bank of India	Mr. Navroj Khattar		Loan	Yes	30/05/2023					11/08/2023		1,05,18,94/-			
	Bank of India	Mr. Navroj Khattar		Loan	Yes	30/05/2023					11/08/2023		3,42,000/-			
	Bank of India	Mr. Navroj Khattar		Loan	Yes	30/05/2023					11/08/2023		58,333/-			
	Bank of India	Mr. Navroj Khattar		Loan	Yes	30/05/2023					11/08/2023		58,000/-			

Date: 30/05/2023
 Place: Baramulla



Register of Contracts
Contracts and Bodies etc. in

Pursuant to Section 189 (1) of the Companies Act, 2013 and Rule 16(1) of

with related Party and
which Directors are Interested

the Companies (Meetings of Board & its Powers) Rules, 2014

A. Contracts or agreement with any related party under Section 188 or in which any Director is

concerned or interested under sub-section (2) of Section 184

Date of Contract / Arrangement	Name of the Party with which Contract is entered into	Name of the Interested Director	Relation with Director / (Company) / Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction is at Arm's Length Basis	Date of Approval at the Meeting of the Board	Details of Voting on such Resolution					Date of the Next Meeting at which Register was Picked for Signature	Reference of Specific Items (a) to (g) under sub-section 188 of Section 188	Amount of Contract or Arrangement	Date of Share Holders Approval if any	Signature	Remarks if any	
							No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral	Shareholding (if any)							
1	Ultra SA			Sales of services	Yes	11/08/2023							7,90,000/-					
	Design Industry Ltd Hongkong			Commission fee	Yes	11/08/2023							3,33,421/-					
	Ultra SA			Job work/contract	Yes	11/08/2023							1,25,605/-					
	JKT Leathar Schuhfabrik	Mr. Manoj Kulkarni		Consultancy	Yes	11/08/2023							60,00,000/-					
	J & J Leathar Schuhfabrik	Mr. Manoj Kulkarni		Change of legal provision	Yes	11/08/2023							10,000/-					
	Ditopia Management Services	Mr. Sudeep Phugwar		Lease fee	Yes	11/08/2023							25,000/-					
	Shaktiya Global Mobility	Mr. Ramesh Bhaskar		Lease fee	Yes	11/08/2023							6,00,000/-					
	J & J Management Services	Mr. Manoj Kulkarni		Lease fee	Yes	11/08/2023							1,23,005/-					
	Shaktiya International	Mr. Manoj Kulkarni		Lease fee	Yes	11/08/2023							4,50,000/-					
	Rastriya International	Mr. Sudeep Phugwar		Lease fee	Yes	11/08/2023							46,32,056/-					

B. Name of the bodies corporate, firms or other association of individuals as mentioned

under sub-section (1) of Section 184, in which any director is having any concern or interest

Name of the Companies / Bodies Corporate / Firms / Association of Individual	Name of the Interested Director	Nature of Interest or Concern / Change in Interest or Concern	Shareholding (if any)	Date on which Interest or Concern Arise / Changed

Date: 11/08/2023
Place: Gurgaon
Signature



Register of Contracts
Contracts and Bodies etc. in

with related Party and
which Directors are Interested

Persuant to Section 189 (1) of the Companies Act, 2013 and Rule 16(1) of

the Companies (Meetings of Board & its Powers) Rules, 2014

A. Contracts or agreement with any related party under Section 188 or in which any Director is

concerned or interested under sub-section (2) of Section 184

Date of Contract / Arrangement	Name of the Party with which Contract is entered into	Name of the Interested Director	Relation with Director / Company / Name of Interest	Principal Terms and Conditions	Whether the transaction is at arm's length Basis	Date of Approval at the Meeting of the Board	Details of Voting on such Resolution				Date of the Next Meeting at which Register was Dated for Signature	Reference of Specie terms - (a) to (b) under sub-section (3) of Section 188	Amount of Contract / Arrangement	Date of Share Holders Approval if any	Signature	Remarks if any
							No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
	Ms. Snehaldeep Aggarwal	Ms. Snehaldeep Aggarwal		Director's Remuneration	Yes	11/08/2023							925,000/-			
	Ms. Manoj Khatkar	Ms. Manoj Khatkar		Salary	Yes	11/08/2023							1884,874/-			
	Ms. Kajkumar Chauda	Ms. Kajkumar Chauda		Salary	Yes	11/08/2023							381,601/-			
	Mrs. S M Swathi	Mrs. S M Swathi		Sitting fee	Yes	11/08/2023							69,449/-			
	Ms. Navkiran Singh Chau	Ms. Navkiran Singh Chau		Sitting fee	Yes	11/08/2023							61,111/-			
	Ms. Deepak Bhajwani	Ms. Deepak Bhajwani		Sitting fee	Yes	11/08/2023							2,3389/-			
	Ms. Vivek Kapur	Ms. Vivek Kapur		Sitting fee	Yes	11/08/2023							61,111/-			

B. Name of the bodies corporate, firms or other association of individuals as mentioned

under sub-section (1) of Section 184, in which any director is having any concern or interest

Names of the Companies / Bodies Corporate / Firms / Association of Individual	Name of the Interested Director	Nature of Interest or Concern / Change in Interest or Concern	Shareholding (if any)	Date on which Interest or concern arose / Changed	Signature	Date	Place
						11/08/2023	Guwahati


 Date: 11/08/2023
 Place: Guwahati

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF BHARTIYA INTERNATIONAL LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2023**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
Bhartiya International Limited
56/7, Nallambakkam Village (Via Vandalur)
Chennai, Tamilnadu 600048

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by BHARTIYA INTERNATIONAL LIMITED (hereinafter referred as 'the listed entity'), having its Registered Office at 56/7, Nallambakkam Village (Via Vandalur) Chennai, Tamilnadu 600048. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluation the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, paper, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter;

We, RSM & Co. Company Secretaries have examined: -

- (a) all the documents and records made available to us and explanation provided by Bhartiya International Limited ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"),
- (c) website of the listed entity www.bhartiya.com,
- (d) any other documents/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31st March, 2023 ("Review Period") in respect of compliance with the provisions of: -

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and amendments from time to time, to the extent applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the Review Period**);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;

RSM & CO
Company Secretaries

- (d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (**Not applicable to the Company during the Review Period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**Not applicable to the Company during the Review Period**);
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not Applicable to the Company during the Audit Period**);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding the Companies Act and dealing with client to the extent to securities issued;
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulation, 2009 to the extent applicable.

and Circulars/guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
None										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NOT APPLICABLE										

- (c) The listed entity has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India in terms of appointment of statutory auditor of the listed entity.



RSM & CO
Company Secretaries

II. We, hereby report that, during the Review Period the Compliance status of the **Bhartiya International Limited** is appended below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	-
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant documents(s) section of the website 	Yes	-
4.	<u>Disqualification of Directors:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5.	<u>To examine details related to Subsidiaries of listed entities w.r.t:</u> (a) Identification of material subsidiary companies	NA	The management has identified that during the period under review, there was no Material Subsidiary Company
	(b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	-
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-



RSM & CO
Company Secretaries

8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes NA	- -
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchanges(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	There were no actions taken.
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	No any additional non-compliances observed for all SEBI regulation/ circular/ guidance note etc.

Assumptions & Limitation of scope and Review

1. Compliance of the applicable laws ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Record and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For RSM & Co.
Company Secretaries



Ravi Sharma
Partner
FCS: 4468 | COP No.:3666
UDIN: F004468E000392383
Peer Review Number: 978/2020



Date: 26.05.2023
Place: Delhi

*ANNUAL SECRETARIAL COMPLIANCE REPORT OF
BHARTIYA INTERNATIONAL LIMITED FOR THE YEAR ENDED 31ST MARCH, 2023*

FORM NO. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023**

*[Pursuant to section 204(1) of the Companies Act, 2013 read with Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014*

The Members
Bhartiya International Limited
56/7, Nallambakkam Village (via Vandalur)
Chennai TN 600048

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **BHARTIYA INTERNATIONAL LIMITED** (hereinafter called the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board - Processes and Compliance – Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2023 according to the provisions of :-

1. The Companies Act, 2013("the Act") and Rules made thereunder as amended/modified;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye - laws framed thereunder;
4. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable;



- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the audit period);**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during the Review Period);**
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 **(Not applicable to the Company during the audit period);**
 - f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the audit period);**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the company during the audit period) and**
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time, to the extent applicable;
 - j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulation, 2009 to the extent applicable.
6. We further report that, having to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the laws and Regulations applicable to the Company;

We further report that the compliances by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals

We have also examined compliance with the applicable clause of the following:

- i) Secretarial Standard with regard to meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India;
- ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards etc. mentioned above.

We further report that: -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting; and



RSM & Co.
Company Secretaries

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of meetings of the Board of Directors or committee of the Board, as the case may be.

There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

This report is to be read with our letter of even date which is annexed as "**Annexure-A**" and form an integral part of this report.

For RSM & Co.
Company Secretaries



CS RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
UDIN: F004468E000754162
Peer Review Cert. No. 978/2020



Date : 11th August, 2023
Place : Delhi

The Members
Bhartiya International Limited
56/7, Nallambakkam Village (Via Vandalur)
Chennai TN 600048

Our Report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the Secretarial Records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliances of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, rule and regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. Our Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company

For RSM & Co.
Company Secretaries



CS RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
UDIN: F004468E000754162
Peer Review Cert. No. 978/2020



Date : 11th August, 2023
Place : Delhi

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members
BHARTIYA INTERNATIONAL LIMITED
56/7, Nallambakkam Village (Via Vandalur)
Chennai, Tamilnadu 600048

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of BHARTIYA INTERNATIONAL LIMITED having CIN L74899TN1987PLC111744 and having registered office at 56/7, Nallambakkam Village (Via Vandalur) Chennai, Tamilnadu 600048 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verification (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company, Our responsibility is to express an opinion on these based on our verification, This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For RSM & Co.
Company Secretaries



CS RAVI SHARMA
Partner

FCS: 4468 | COP No.: 3666
UDIN: F004468E000754131
Peer Review Cert. No 978/2020



Date : 11.08. 2023
Place : Delhi