

**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)



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

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 in firm's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Robert Bob Moore	Robert Bob Moore		Professional fee	Yes	12-02-2021
	Mamaj Khattar	Ms. Mamaj Khattar		Salary	Yes	12-02-2021
	M. C. L. Manda	M. C. L. Manda		Director's fee	Yes	12-02-2021
	Mr. Shankhank	Mr. Shankhank		Director's fee	Yes	12-02-2021
	Ms. A. Subramanian	Ms. A. Subramanian		Director's fee	Yes	12-02-2021
	Ms. Ramesh Khata	Ms. Ramesh Khata		Director's fee	Yes	12-02-2021
	Ms. Sandeep Seth	Ms. Sandeep Seth		Director's fee	Yes	12-02-2021
	Mr. S.M. Swathi	Mr. S.M. Swathi		Director's fee	Yes	12-02-2021

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

No. of Directors Present in the Meeting	Details of Voting on such Remuneration			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
	Directors Voting in Favour	Directors Voting in Against	Directors Abstaining Neutral						
8	9	10	11	12	13	14	15	16	17
				29-6-2021		248992600			
				23-06-2021		1556450.00			
				23-06-2021		32432.00			
				23-06-2021		32432.00			
				23-06-2021		10811.00			
				23-06-2021		10811.00			
				23-06-2021		32432.00			
				23-06-2021		10811.00			

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 Arises/Changed

Date:
Place:



**REGISTER OF CONTRACTS
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
	Bhartiya International Co. Ltd	Mr. Manoj Khanna		Recovery of money	Yes	29-06-2021
	Prashant Interiors Design & Interiors	Mr. Sandeep Aggarwal		Real Estate	Yes	29-06-2021
	Bhartiya Urban Infra Ltd	Mr. Sandeep Aggarwal		Real Estate	Yes	29-06-2021
	Ms. Sandeep Aggarwal	Ms. Sandeep Aggarwal		Director's Remuneration	Yes	29-06-2021
	Ms. Manoj Khanna	Ms. Manoj Khanna		Salary	Yes	29-06-2021
	Ms. Ramesh Bhalra	Ms. Ramesh Bhalra		Salary	Yes	29-06-2021
	Mr. C.L. Manda	Mr. C.L. Manda		Salary	Yes	29-06-2021
	Mr. Sandeep Bhat	Mr. Sandeep Bhat		Salary	Yes	29-06-2021
	Ms. Sheelam	Ms. Sheelam		Salary	Yes	29-06-2021
	Mr. A. Sahasraran	Mr. A. Sahasraran		Salary	Yes	29-06-2021
	Mr. Sandeep Bhalra	Mr. Sandeep Bhalra		Salary	Yes	29-06-2021

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

Details of Voting on such Resolution				Date of the Meeting at which Register was Placed for Signature	Reference of Specific Name - (i) to (g) under sub-section (1) of Section 184	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						
8	9	10	11	12	13	14	15	16	17
				13-08-2021		4,18,837.00			
				13-08-2021		1,800,000.00			
				13-08-2021		2,34,5,528.00			
				13-08-2021		9,00,000.00			
				13-08-2021		7,34,052.00			
				13-08-2021		4,32,14.00			
				13-08-2021		1,08,108.00			
				13-08-2021		1,08,108.00			
				13-08-2021		4,32,14.00			
				13-08-2021		32,433.00			

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 :

Place :



**REGISTER OF CONTRACTS
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

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	2	3	4	5	6	7
	Harshy Interiors Design			Contract	Yes	12-11-2021
	Bestlyy Urban Retail Ltd	Mr. Sandeep Aggarwal		Rent Received	Yes	12-11-2021
	Mr. Sandeep Aggarwal	Mr. Sandeep Aggarwal		Director Remuneration	Yes	12-11-2021
	Mr. Manoj Khattar	Mr. Manoj Khattar		Salaries	Yes	12-11-2021
	Mr. Ramesh Bhalod	Mr. Ramesh Bhalod		Sitting fee	Yes	12-11-2021
	Mr. Chanderpal Handa	Mr. C. L. Handa		Sitting fee	Yes	12-11-2021
	Mr. Sandeep Sethi	Mr. Sandeep Sethi		Sitting fee	Yes	12-11-2021
	Mr. Shashank	Mr. Shashank		Sitting fee	Yes	12-11-2021
	Mr. Anand Kishore	Mr. A. S. Sahasran		Sitting fee	Yes	12-11-2021
	Mr. Suresh Chandra	Mr. S. P. Smith		Sitting fee	Yes	12-11-2021

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

No. of Directors Present in the Meeting	Details of Voting on such Resolution			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
	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
						450 000/-			
						50 50 861/-			
						225 0000/-			
						1884 876/-			
						33333/-			
						666661/-			
						666661/-			
						33333/-			
						33333/-			

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 Arise/Changed

Date: _____
Place: _____



REGISTER OF CONTRACTS, 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

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	2	3	4	5	6	7
	Bharatya Union Act 1981	Mr. Sandeep Aggarwal		Receiving	Yes	14/12/2022
	Mr. Sandeep Aggarwal	Mr. S. Aggarwal		Director Remuneration	Yes	14/02/2022
	Mr. Manoj Khanna	Mr. Manoj Khanna		Salaries	Yes	14/02/2022
	Mr. Channajit Lalwani	Mr. C. L. Hand		Sitting Fee	Yes	14/02/2022
	Mr. Sandeep Sethi	Mr. Sandeep Sethi		Sitting Fee	Yes	14/02/2022
	Mr. Shashank	Mr. Shashank		Sitting Fee	Yes	14/02/2022

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

Details of Voting on such Resolution				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
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
						59508201			
						2250504			
						1884876			
						5535			
						22222			
						22222			

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

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

Date :
Place :


**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]



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

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	2	3	4	5	6	7
	Ms. Sneha deep Aggarwal			Director	Yes	11/08/2022
	Ms. Manoj Khattar			Salary	Yes	11/08/2022
	Mr. Ramesh Bhalta			Sitting fee	Yes	11/08/2022
	Mr. C. L. Handa			Sitting fee	Yes	11/08/2022
	Mr. Sandeep Sethi			Sitting fee	Yes	11/08/2022
	Mr. Shashank			Sitting fee	Yes	11/08/2022
	Mr. A. Sakshiramanu			Sitting fee	Yes	11/08/2022
	Mrs. S. M. Swathi			Sitting fee	Yes	11/08/2022
	Mr. Raj Kiran Choudhary			Salary	Yes	11/08/2022
	Mrs. Shailja Chaudhary			Consultancy Charge	Yes	11/08/2022

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

Details of Voting on such Resolution				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
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral						
8	9	10	11	12	13	14	15	16	17
						225,000/-			
						2,337,026/-			
						11,111/-			
						27,778/-			
						27,778/-			
						27,778/-			
						19,444/-			
						19,444/-			
						2,768,253/-			
						3,00,000/-			

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

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 :
Place :



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								

CERTIFICATE

[PURSUANT TO REGULATION 13 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014/ SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY REGULATIONS, 2021]

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

Dear Sir(s)

Sub: Secretarial Auditor's Certificate for the Year ended March 31, 2022, in accordance with Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014/ Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

We have examined the records and documents maintained by **BHARTIYA INTERNATIONAL LIMITED** ("the Company") and based on the information and explanations given to us and to the best of our knowledge and belief, we confirm that **Employees Stock Option Plan-2013 (ESOP 2013)** of the Company have been implemented in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014/ Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and in terms of Special resolution passed in the Annual General Meeting of the Company dated September 23, 2013 by the shareholders of the Company.

The Certificate is issued on the request of the management of the Company and is solely for the purposes as stated in Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014/ Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. This certificate should not be used for any other purposes.

For RSM & Co.
Company Secretaries



CS RAVI SHARMA

Partner

FCS: 4468 | COP No.: 3666

UDIN: F004468D000987516

Peer Review No. 978/2020



Date : 16.09.2022

Place : New 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,

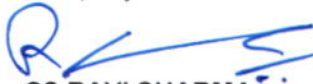
The Members
BHARTIYA INTERNATIONAL LIMITED
56/7, NALLAMBAKKAM VILLAGE (VIA VANDALUR)
CHENNAI CHENNAI TN 600048

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, 2022 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: F004468D000775920
Peer Review Cert. No 978/2020



Date 11th August 2022
Place : Delhi

FORM NO. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022
*[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, 2022 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, 2022 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;



- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - 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 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; and **(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;
6. We further report that, we relied on the representation made by the Company and its officer for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company;
 7. 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 audit and other designated professionals.
 8. We have also examined compliance with the applicable clauses of 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.

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

9. 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

Majority of 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.

10. 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 and form an integral part of this report.

For RSM & Co.
Company Secretaries



CS RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
UDIN: F004468D000775942
Peer Review Cert. No. 978/2020



Date 11.08.2022
Place : Delhi

R S M & CO.
COMPANY SECRETARIES

2E/207, | 2ND FLOOR | CAXTON HOUSE
JHANDEWALAN EXTENSION | NEW DELHI 110 055
Tel +91 11 23623813, +91 11 43709121,
Email rsmco121@gmail.com alternate ravi@csrsm.com
ICSI Unique Code: P1997DE017000

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: F004468D000775942
Peer Review Cert. No. 978/2020



Date 11.08.2022
Place : Delhi

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

Sir/Madam,

Annual Secretarial Compliance Report for the Financial Year 2021-22

We have been engaged by Bhartiya International Limited (herein after referred to as "the Company") bearing CIN L74899TN1987PLC111744 whose equity shares are listed on the National Stock Exchange of India Limited (Symbol BIL) and BSE Limited (Security Code **526666**) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's circular No CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

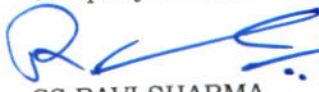
It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliance by the company with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examination and verification as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

For RSM & Co.
Company Secretaries


CS RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
UDIN: F004468D000376433
Peer Review No: -978/2020



Date : May 24, 2022
Place : Delhi

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF BHARTIYA
INTERNATIONAL LIMITED FOR THE YEAR ENDED 31STMARCH, 2022**
[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015]

To,

The Board of Directors
Bhartiya International Limited
CIN: L74899TN1987PLC111744
56/7, Nallambakkam Village (Via Vandalur)
Chennai TN 600048

Sir/Madam,

We M/s RSM & Co. Company Secretaries have examined:-

- (a) All the documents and records made available to me 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, 2022 ("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 to the extent applicable;



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosures 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;
- (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 to the extent applicable;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Review Period)**;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable to the Company during the Review Period)**;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable;
- (i) 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)**;
- (j) The Depositories Act 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;
- (k) The 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;
- (l) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulation, 2009 to the extent applicable.

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

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.



- (c) The following are the details of actions taken against the listed entity/its promoters/ directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:-

Sr No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practising Company Secretary, if any.
None				

- (d) The listed entity was not required to take any action actions as there was no observation made by the Practising Company Secretary (Secretarial Auditor) in previous year.
- (e).The reporting of clause 6(A) and 6 (B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the review period.

For R S M & Co.
Company Secretaries



CS Ravi Sharma
Partner
FCS: 4468 | COP No.: 3666
UDIN: F004468D000376433
Peer Review No. : 978/2020



Date : May 24, 2022
Place : Delhi

BHARTIYA INTERNATIONAL LIMITED

Registered Office: 56/7, Nallambakkam Village, (Via Vandalur), Chennai, Tamil Nadu – 600048

CIN – L74899TN1987PLC111744 Tel: +91 9551050418-21

Email: shares@bhartiya.com Website: www.bhartiya.com

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the Members of Bhartiya International Limited will be held on **Thursday, 29th September, 2022** at **11.00 A.M.** IST through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') facility, to transact the following businesses:

ORDINARY BUSINESS**ITEM NO. 1 ADOPTION OF FINANCIAL STATEMENTS****To receive, consider and adopt:**

(a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon; and

(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Auditors thereon.

ITEM NO. 2 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.

ITEM NO. 3 APPOINTMENT OF STATUTORY AUDITOR

To appoint M/s. Sushil Poddar & Co., Chartered Accountants as Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of 40th (Fortieth) Annual General Meeting and to fix their remuneration:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Sushil Poddar & Co, Chartered Accountants (Firm Registration No. 014969N) who have confirmed their eligibility for appointment as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable Rules, be and are hereby appointed as Statutory Auditors of the Company, to hold office for a period of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of 40th (Fortieth) Annual General Meeting, on such remuneration as may be approved by the Audit Committee and/ or Board of Directors of the Company in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them.

RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and are hereby severally authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors."

SPECIAL BUSINESS (ES):**ITEM NO. 4 APPOINTMENT OF MR. NAVKIRAN SINGH GHEI AS INDEPENDENT DIRECTOR**

To consider and, if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution for ratification of appointment of Mr. Navkiran Singh Ghei [DIN: 09649188] as an Independent Director:

"RESOLVED THAT Mr. Navkiran Singh Ghei [DIN:09649188], who was appointed as an Additional Director of the Company with effect from 11th August, 2022 by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Articles 79 & 82 of the Articles of Association of the Company, and who is eligible for appointment and in respect of whom, the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, appointment of Mr. Navkiran Singh Ghei [DIN:09649188], who has submitted a declaration that he meets the criteria for independence as provided in

Section 149(6) of the Act and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years, w.e.f. 11th August, 2022, be and is hereby approved.

RESOLVED FURTHER THAT the Director shall be paid sitting fees and expenses reimbursed for attending Board and Committee meetings, as may be permissible under law from time to time.

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution."

ITEM NO. 5 APPOINTMENT OF MR. VIVEK KAPUR AS INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution for ratification of appointment of Mr. Vivek Kapur [DIN: 09678378] as an Independent Director:

"RESOLVED THAT Mr. Vivek Kapur [DIN: 09678378], who was appointed as an Additional Director of the Company with effect from 11th August, 2022 by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Articles 79 & 82 of the Articles of Association of the Company, and who is eligible for appointment and in respect of whom, the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, appointment of Mr. Mr. Vivek Kapur [DIN: 09678378], who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years, w.e.f. 11th August, 2022, be and is hereby approved.

RESOLVED FURTHER THAT the Director shall be paid sitting fees and expenses reimbursed for attending Board and Committee meetings, as may be permissible under law from time to time.

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution."

ITEM NO. 6 APPOINTMENT OF MR. DEEPAK BHOJWANI AS INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution for ratification of appointment of Mr. Deepak Bhojwani [DIN: 07351577] as an Independent Director:

"RESOLVED THAT Mr. Deepak Bhojwani [DIN: 07351577], who was appointed as an Additional Director of the Company with effect from 11th August, 2022 by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Articles 79 & 82 of the Articles of Association of the Company, and who is eligible for appointment and in respect of whom, the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, appointment of Mr. Deepak Bhojwani [DIN: 07351577], who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years, w.e.f. 11th August, 2022, be and is hereby approved.

RESOLVED FURTHER THAT the Director shall be paid sitting fees and expenses reimbursed for attending Board and Committee meetings, as may be permissible under law from time to time.

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution."

ITEM NO. 7 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 an **Ordinary 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 Company be and is hereby accorded for payment of consultancy fees exceeding Rs. 2,50,000/- per month with effect from 1st July, 2022, 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 USD13889 (equivalent Indian Rupee) 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. 8 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) Regulations, 2015, as amended, 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 Statement pursuant to Section 102 of the Companies Act, 2013, 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."

By Order of the Board
For Bhartiya International Limited

Yogesh Kumar Gautam
Company Secretary
(M. NO. A31119)

Place: Gurugram
Date: 11th August, 2022

Notes:

1. Statement pursuant to Section 102 (1) of the Companies Act, 2013 (the "Act"), in respect of businesses to be transacted at the Annual General Meeting ("AGM"), as set out under Item No(s). 3 to 8 above and the relevant details of the Directors as mentioned under Item No(s). 4, 5 and 6 above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed thereto.
2. The Board of Directors have considered and decided to include the Item No(s). 4 to 8 given above as Special Businesses in the forthcoming AGM, as they are unavoidable in nature.
3. Pursuant to the General Circular nos. 14/2020, 17/2020, 20/2020, 02/2021 issued by the Ministry of Corporate Affairs (MCA) and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conference (VC) or Other Audio Visual Means (OAVM), without the physical presence of members at a common

venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.

4. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. Authorized representatives of the corporate members intending to participate in the AGM pursuant to Section 113 of Act, are requested to send to the Company, a certified copy (in PDF/JPG format) of the relevant Board Resolution/Authority letter, etc. authorizing them to attend the AGM, by e-mail to shares@bhartiya.com.
6. In compliance with the aforementioned Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participant (DP). Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at www.bhartiya.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
7. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company at shares@bhartiya.com.

Procedure for joining the 35th AGM through VC/ OAVM

8. NSDL will be providing facility for voting through remote e-Voting, for participation in the 35th AGM through VC/ OAVM and e-Voting during the 35th AGM.
9. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first-come first-served basis.
10. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned "Step 1: Access to NSDL e-Voting system". After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN (120998) of Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.
11. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
12. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come first-served basis.
13. Members who need assistance before and during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL or Mr. Sagar Ghosalkar, Assistant Manager, NSDL at evoting@nsdl.co.in or call on 1800-1020-990 and 1800-224-430.
14. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Procedure to raise questions/seek clarifications with respect to Annual Report at the ensuing 35th AGM:

15. Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at shares@bhartiya.com. Questions/ queries received by the Company till 5.00 p.m. on Tuesday, 27th September, 2022, shall only be considered and responded during the AGM.
16. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker, by following the steps mentioned "Step 1: Access to NSDL e-Voting system". After successful login, Members will be able to register themselves as a speaker shareholder by clicking on the link available against the EVEN (120998) of Bhartiya International Limited.

17. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

18. Procedure for remote e-Voting and e-Voting during the AGM

- a. All the shareholders of the Company are encouraged to attend and vote in the AGM to be held through VC/OAVM.
- b. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.
- c. The remote e-Voting period commences on Monday, 26th September, 2022 at 9.00 a.m. and will end on Wednesday, 28th September, 2022 at 5.00 p.m. During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, 22nd September, 2022 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commencing 26th September, 2022 to 28th September, 2022 or e-Voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- d. The details of the process and manner for remote e-Voting are explained herein below:

How do I vote 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: Access to NSDL e-Voting system




Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system.

Details on Step 1 are mentioned below:

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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.

4. 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 ForexampleifyourBeneficiaryIDis12***** 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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered:**
6. 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shares@bhartiya.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) to (shares@bhartiya.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 contact@csrsm.com with a copy marked to evoting@nsdl.co.in.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.
4. Members who have cast their votes by remote e-Voting prior to the AGM may also attend/ participate in the Meeting through VC/OAVM but they shall not be entitled to cast their vote again.
5. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Thursday, 22nd September, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company at shares@bhartiya.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 forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800- 1020-990 and 1800-224-430. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, 22nd September, 2022 may follow steps mentioned in the Notice of the AGM "Access to NSDL e-Voting system.
6. Mr. Ravi Sharma, Partner, M/s. RSM & Co., Practicing Company Secretaries (Membership No. 4468, COP: 3666), has been appointed as the Scrutinizer for conducting voting process in a fair and transparent manner.
7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.

8. The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days of conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the Resolution(s), invalid votes, if any, and whether the Resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.bhartiya.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd., where the securities of the Company are listed.

Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 29th September, 2022.

19. Documents open for inspection:

- All the documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Act shall be available for inspection through electronic mode. Members are requested to write to the Company on shares@bhartiya.com for inspection of said documents; and
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act will be available for inspection by the members during the AGM by following the steps mentioned at "Step 1: Access to NSDL e-Voting system". After successful login members will be able to view the documents for inspection by clicking on the link available against the EVEN (120998) of the Company.

20. Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund (IEPF):

- Pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") amended time to time, dividends that are unpaid or unclaimed for a period of 7 (seven) years from the date of their transfer are required to be transferred by the Company to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.
- During the financial year 2021-22, the Company has transferred to IEPF, the following unclaimed dividends and corresponding shares thereto:

Particulars	Amount in Dividend (In Rs.)	No. of Shares
Final Dividend 2013-14	1,16,803	4,869
Total	1,16,803	4,869

- The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the Company's website at www.bhartiya.com and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link www.iepf.gov.in.
21. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website under Investor relation and is also available on the website of the RTA under download section at <https://www.masserv.com/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
22. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company for assistance in this regard.

23. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.

24. The Company has made special arrangement with the RTA and NSDL for registration of email addresses in terms of the MCA Circulars for Members who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically.
25. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled into MAS Services Limited. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility. The Form SH-13 is available on the website of the Company at www.bhartiya.com.

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

ITEM NO. 3

The Members of the Company at the 30th Annual General Meeting ('AGM') held on 27th September, 2017 approved the appointment of M/s. KASG & Co., Chartered Accountants (Firm Registration no. 002228C), as the Statutory Auditors of the Company for a period of five (5) consecutive years from the conclusion of the 30th AGM till the conclusion of 35th AGM of the Company.

M/s. KASG & Co. will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014 as amended.

The Board of Directors of the Company at its meeting held on 11th August, 2022, on the recommendation of the Audit Committee, has considered to recommend the appointment of M/s. Sushil Poddar & Co, Chartered Accountants (Registration No. 014969N), as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years from the conclusion of this AGM till the conclusion of the 40th AGM subject to the approval of members of the Company at this AGM.

On the recommendation of the Audit Committee, the Board also recommended for the approval of the Members, the remuneration of M/s. Sushil Poddar & Co, Chartered Accountants (Registration No. 014969N), as set out in the Resolution relating to their appointment. The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Sushil Poddar & Co, Chartered Accountants, to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

As per the requirement of the Companies Act, 2013 (the 'Act'), as amended, M/s. Sushil Poddar & Co, Chartered Accountants, have given their consent to act as the Statutory Auditors of the Company and confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and it is not disqualified to be appointed as Statutory Auditor in terms of the provisions of the Section 139 and 141 of the Act and the rules made thereunder.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 3 for approval by the Members.

ITEM NO. 4, 5 & 6

The Board at its Meeting held on 11th August, 2022 based on the recommendations of the Nomination and Remuneration Committee appointed Mr. Navkiran Singh Ghei, Mr. Vivek Kapur and Mr. Deepak Bhojwani, as an Additional Directors for five consecutive years effective 11th August, 2022 subject to the approval of shareholders.

Mr. Navkiran Singh Ghei, Mr. Vivek Kapur and Mr. Deepak Bhojwani as additional independent directors of the Company, joined the Board of the Company on 11th August, 2022, hold office of directorship till the ensuing Annual General Meeting of the Company.

Mr. Navkiran Singh Ghei highly decorated Army Officer having wide ranging leadership, management and organisational experience spanning 40 years of an extremely successful and distinguished career. Experience of working in a Global environment, has represented the country and the Defence Services internationally on several occasions.

Mr. Vivek Kapur is a fellow member of the Institute of Chartered Accountants of India (ICAI). He has 35 years of rich experience in field of Auditing, Accounting, tax management. He is also having diverse experience dealing in matters of corporate finance, accounting systems and processes, capital budgeting, budget forecasting, manage financial systems, undertake financial audits, provide financial advice and management consultancy.

Mr. Deepak Bhojwani is I.F.S, L.L.B. and Graduate in commerce. He is a retired Indian Diplomat, joined the Indian Foreign Service in 1978. He has served as ambassador in seven Latin American countries, being resident ambassador in Colombia (2007-2010), Venezuela (2003-2006) and Cuba (2010-2013). Mr. Bhojwani has served as Independent Director on the Board of Bharat Petroleum Corporation Ltd. (BPCL). Currently he is serving on the Board of Directors of one Company named Magotteaux Industries Private Limited.

As per the provisions contained under Section 161 of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended time to time, approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received intimations from Mr. Navkiran Singh Ghei, Mr. Vivek Kapur and Mr. Deepak Bhojwani that, they are not disqualified from being appointed as an Independent Directors in terms of Section 164 of the Act, declaration that they meet with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and their consent to be appointed as an Independent Directors.

In the opinion of the Board, Mr. Navkiran Singh Ghei, Mr. Vivek Kapur and Mr. Deepak Bhojwani fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and they are independent of the Management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Navkiran Singh Ghei, Mr. Vivek Kapur and Mr. Deepak Bhojwani as an Independent Directors is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mr. Navkiran Singh Ghei, Mr. Vivek Kapur and Mr. Deepak Bhojwani shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

None of the Directors, Key Managerial Personnel of the Company, and their relatives other than Mr. Navkiran Singh Ghei, Mr. Vivek Kapur and Mr. Deepak Bhojwani are concerned or interested, financially or otherwise, in the passing of this resolution.

The Board recommends the resolutions at item No. 4, 5 and 6 for approval of members as a Special resolution.

Brief resume of Mr. Navkiran Singh Ghei, Mr. Vivek Kapur and Mr. Deepak Bhojwani, nature of their expertise in specific functional areas, name of companies in which they hold 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 forms part of this Notice.

ITEM NOS. 7 & 8

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 notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, 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 remuneration upto Rs. USD 125001 (around INR 1 Crore) towards Consultancy fees for Marketing of the Company's business, to Mr. Robert Burton Moore Jr. for the financial year 2022-23.

Mr. Robert Burton Moore Jr. is interested in the resolutions set out at Item Nos. 7 & 8 of the Notice.

The relatives of Mr. Robert Burton Moore Jr. may be deemed to be interested in the resolutions set out at Item No. 7 & 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

None of the other Directors / KMP, except Mr. Robert Burton Moore Jr., are interested in the aforesaid resolution.

The Board accordingly recommends the ordinary and special resolutions as set forth in Item Nos. 7 & 8 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 forms part of this Notice.

ANNEXURE - A

Pursuant to Secretarial Standard and Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of the Directors seeking appointment/re-appointment/fixation of remuneration/variation of the term of remuneration at the forthcoming Annual General Meeting:

Name of Director	Mr. Robert Burton Moore Jr.		Mr. Nikhil Aggarwal	
Date of Birth	18/09/1950		23/10/1975	
DIN	08108097		01891082	
Nationality	United States of America		Indian	
Qualifications	BBA degree (Marketing and Accounts) from The University of Mississippi, Oxford, Mississippi, USA		BE- Mech. Engg., MBA	
Date of first appointment on the Board	16/04/2018		04/10/2007	
Expertise/Experience in specific functional areas	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.		Experience in International Marketing and Management.	
Directorships held in other companies	Rocky Brands Inc. (Overseas Company)		Ultima Italia S.R.L. (Overseas Company)	
Relationship with other Directors, Manager and other KMP of the Company	NIL		Mr. Nikhil Aggarwal is the nephew of Mr. Snehdeep Aggarwal	
Terms and conditions of appointment/ continuation of Directorship	The terms and conditions and details of remuneration sought to be paid is given in the resolutions/explanatory in this Notice.		He is proposed to be re-appointed as Non-Executive Director liable to retire by rotation.	
Details of last Remuneration drawn (F.Y. 2020-21)	Rs. 80,62,792/-		NIL	
Details of proposed Remuneration	as per resolution		NIL	
Number of Meetings of the Board attended during the F.Y. 2021-22	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held
	4	5	4	5
Chairman / Member of the Committee of the Board of Directors of this Company	Chairman / Member	Name of the Committees	Chairman / Member	Name of the Committees
	-	-	Member	Corporate Social Responsibility
Committee Membership in other Companies	Name of the Committees	Chairman/ Member	Name of the Company	Name of the Committees
			-	-
Shareholding in the Company as on 31st March, 2022	-		20,000 equity shares	

Name of Director	Mr. Navkiran Singh Ghei	Mr. Vivek Kapur	Mr. Deepak Bhojwani			
Date of Birth	25/12/1956	13/06/1961	26/01/1952			
DIN	09649188	09678378	07351577			
Nationality	Indian	Indian	Indian			
Qualifications	Postgraduate	Chartered Accountant	I.F.S, L.L.B., B.Com			
Date of first appointment on the Board	11th August, 2022	11th August, 2022	11th August, 2022			
Expertise/Experience in specific functional areas	Retired as Lt. Gen from Indian Army, highly decorated Army Officer having wide ranging leadership, management and organizational experience spanning 40 years of an extremely successful and distinguished career. Experience of working in a Global environment, has represented the country and the Defense Services internationally on several occasions.	Mr. Kapur is graduate in Commerce, and he is a fellow member of the Institute of Chartered Accountants of India (ICAI). He has 35 years of rich experience in field of Auditing, Accounting, tax management, finance, capital budgeting, budget forecasting and management consultancy.	Mr. Deepak Bhojwani joined the Indian Foreign Service (IFS) in 1978. Since then, he has served in three Continents - Asia, Europe and South America - as well as the Ministry of External Affairs in New Delhi. During his career, he was accredited as Ambassador in seven Latin American countries. He became a Joint Secretary in the Government of India in October, 1997.			
Directorships held in other companies	-	-	Magotteaux Industries Private Limited			
Relationship with other Directors, Manager and other KMP of the Company	-	-	-			
Terms and conditions of appointment/ continuation of Directorship	Independent Director for consecutive five-year term	Independent Director for consecutive five-year term	Independent Director for consecutive five-year term			
Details of last Remuneration drawn (F.Y. 2021-22)	-	-	-			
Details of proposed Remuneration	-	-	-			
Number of Meetings of the Board attended during the F.Y. 2021-22	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held
	-	-	-	-	-	-
Chairman / Member of the Committee of the Board of Directors of this Company	Chairman / Member	Name of the Committees	Chairman / Member	Name of the Committees	Chairman / Member	Name of the Committees
	-	-	-	-	-	-
Committee Membership in other Companies	Name of the Committees	Chairman/ Member	Name of the Company	Name of the Committees	Name of the Company	Name of the Committees
	-	-	-	-	-	-
Shareholding in the Company as on 31st March, 2022	-	-	-	-	-	-