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FORM MBP-4

REGISTER OF CONTRACTS CONTRACTS AND BODIES ETC. IN (Pursuant to section 189(1) of Coppendies Act, 2013 and

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

Date of Contract/ Arrange- ment	Name of the Party with which Contract is enfamed 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
	Ultima SA			Sales	yes	12-02-201
	Design Industry died			Sales	yes	12-02-2021
i i	JLJ Leaten Enterpris	Mol. L. Hondo		Jobwork	yes	12-02-2021
	Bhatting Global my place	M. Ramue		Leak Kent	yes	12-02-202
	Design Industry Clima			Puquate	yes	12-12-202
	Ullim Ital Ski		D	Pinchak	yes	12-02-200
1011-005-0	14 - Leather Saterfelows St	Me C. L. Hondy	-	Kent Paria	yes	12-02-2021
	143 Lesto Situpelaus	IMA. C. L. handa		لملدى	yes	12-12-2024
	Bhartigs Unter mik 100.	Mi Srichdeep,		Rent	Yes	12-02-20
	Bhasting Internetional	Mr mane El alle		Payment.	yes	12-02-202
	Bhasty Fallingfall	m. manoj klade		Dermisan	yes	12-02-2021
	Patellin Intermileton	M. Sehderb		Rentlein	ipes	12-02-202
(Markin	Itolda Management South	Mu- ful day,		Balettalle	yes	12-02-2021
	Mr. Sunaeepagau	Mr. Suidely		Remands	yes	12-02-202

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

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WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

WHICH DIRECTORS ARE INTERESTED rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014)

0	chails of Voting	an such Rea	nd /ban	Date of the	Reterence of	Amount	Date of	Signature	Remarks
No. of Directors Present in the Moving	Oinectons Voting in Favotr	Directors Voting in Against	Directors Remaining Neutral	Next lifeting at which Register was Placed for Signmure	Specific Banns - (a) Io (g) under sub-certion (1) of Section 188	ef Contract or Arrangment	Share holdere Approval if any		* ••y
8	9	10	11	12	13	14	15	16	\$7
				29-06-2021		18142186.	P		
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				2 -06 -2621	•	13941717m	(C		
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23				29-06-2021		2000000			0.00
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under sub-section (1) of Section 184, In which any director is having any concern or interest

a of Inderest or Concurn I ge in Inderest or Concurn	Surphisidary	Date on which intensil or Concern Arose/Charged
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FORM MBP-4

REGISTER OF CONTRACTS CONTRACTS AND BODIES ETC. IN

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

Owne of Contract/ Arrange- roemi	Nome of the Party with which Contract is primed into	Name of Brt internated Director	Relation with Director/ Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whether the Transaction h Matern's Length Basis	Date of Approval at the Meeting of the Board
1	2	3	4	5	6	7
	Robert Bob Maore	Robert Bob Moore		[oferand	yes	1202-2021
	Many Klada	Mr. Manoj Khatta	-	Silary	yes	12-02-6021
	M. C. L. Horda	Mr. C.L. Hande		Director Mak	yes	12-02-2021
	Mit. Shershark	Mr. Shashack		Director	yes	12-01-2021
	Mr. A. Schastarown	Mr. A. Sahusson		Diret mak	yes	1202-2024
	Mr. hamesh that	Mr. Ramerialus	2	Marchen	yes	12-02-2-41
	Mr. Sandley Sett	12 Sandeepsett		Dirent Con	yes	12-02-2021
	THUS. SM Smally	Mus SM Swath		Metzy Cu	yes	12-2-2-24
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B. Name of the badies corporate, firms or other association of individuals as menti

Hanny of the being without Director
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WITH RELATED PARTY AND

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WHICH DIRECTORS ARE INTERESTED

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rule 16 (1) of Companies (Meetings of Baard & Ks Powers) Rules, 2014)

Directors Voting in Favour	Directors Voting In Against	Directors Remaining Heutral	Next Queting At which	Specific Terms - Hit	- a	Stare		
			Register was Placed for Signature	to (g) under sub-section (1) of Section 188	Contract or Arrangmeni	holders Approval If any		स अलगु
9	10	11	12	13	14	15	16	17
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	St. 197		23-26-2021		1.81 .0	+		
								
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				23,-66-2024 23,-66-2024 29,-66-2024 29,-66-2024 23,-66-2024 23,-66-2024 23,-66-2024	13-06-2021 23-06-2021	23,-06-2021 15 72 653 00 43,-06-2021 32 652 00 29,-06-2021 32 652 00 29,-06-2021 32 652 00 29,-06-2021 1081 00 23,-06-2021 32 612 00 23,-06-2021 32 612 00	1366-2021 15.52.65.00 2366-2021 32.692.00 2966-2021 32.692.00 2966-2021 32.692.00 2966-2021 10.811.00 2366-2021 10.811.00 2366-2021 12.432.00	1166-2011 15.52.63.00 & 2.366-2021 32.632.00 & 2.166-2021 32.632.00 & 2.166-2021 32.632.00 & 2.366-2021 10.811.00 & 2.366-2021 10.811.00 & 2.366-2021 10.811.00

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

Nature of Internal or Concern / Change in Interest or Concern	Grant and	Date of which interest or Concern Arcan Drawed	
			¢
			Date Plac
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REGISTER OF CONTRACTS CONTRACTS AND BODIES ETC. IN

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

Date of Consum:U Arrange ment	Name of the Party with which Contrad is embyrgd into	Name of the Interested Director	Relation with Director/ Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whather the Transaction is at Ann's Langth Basis	Date of Approval at the Meeting of the Boerd
1	2	3		5	6	7
	Ulterne SA			Sales	yes	29-06-2021
	Illama SA			Sater Alman	yus	99-06-204
	Darty Industry List			Salis	yes	23-06-2021
	JAJ leather Entry and	MI.C.L. Manda	<u> </u>	yates	yes	29-06-2021
	Sharton Union By He	The Snelday		Jale	405	29-06-200
	JEJ Leather Color to	M. C. L. Jack		Job Work	YED	28-06-221
	Desge Transition (10-			Ruchage	yes	23-05-004
-	LILLIm Ilat & SKL			Purchase	Let	23-06-121
	JEJ Leather Estingen	W. C.L. Hands		angultery and	Les	29-06-2021
	Robert Burto Han JR	Robert But Ma]!		legt they	WER	29-06-20
	Ibp Mengian Spin	M. mardens		Legal L Mager	in	21-06-2021
	plastry alobel markety			lease gent	yes	23-06-2021
	JEJ LEBELS END. JAM	My. CL. Mandy		First Bard	yo	21-06-22
-	Bhasty Faster Files	we wond have		Seyros any	- 495	23-06-64

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

Name of the Comparedus / Boofins Comparedus / Firms / Association of huf-ideads	Name of the Interasted Director

WITH RELATED PARTY AND

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WHICH DIRECTORS ARE INTERESTED

rule 16 (1) of Companies (Meetings of Board & its Powers) Rules, 2014) is concerned or interested under auto-section (2) of Section 184

04	tail of Voting	on Nuch Rea	plution	Clate of the	Reference of	Amount	Date of	Signature	Renatu
No. of Directors Present in the Meeting	Directors Voting 20 Favour	Olivectors Voting In Against	Directors Remaining Noutral	Hest electing at which Register was Paced for Signature	Specific Books - (a) to (a) under sub-4-rction (1) of Section 188	of Contract or Arrangment	Stare Exceletes Accentrat Hany		
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				13-08-204		A0 426 50 19			
			문제	13-08-2021		07354470			1
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		1		13-08-02		3344352	>	-	1
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				13-08-2021		17234000			-
	t ~			13-08-2021		156 040 000			-
		1		13-08-2021	1.0. 1	12050000	•		
	-		1	13-08-2021		7463 140-	1	1 × 1	-
1941 - 54	1		10 C	13-08-202		65000-50	-		-
				13-08-2011	A CONTRACTOR OF A CONTRACT OF	DO MO D			
			1	13 -08 -2024		24000			+
	-	<u> </u>	<u> </u>	13-08-2021		885000.			1

er subection (1) of Section 184, in which any director is having any concern or interest

-	griticites	Date on which interact a Centoirn AnserChanget	
+	<u>))</u>	<u> </u>	
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REGISTER OF CONTRACTS CONTRACTS AND BODIES ETC. IN

(Pursuant to section 189 (1) of Companies Act, 2013 and any related party under Section 188 or in which any Director

Deta of Contract/ Arrange- mini	Name of Brc Party with which Contract is entened into	Name of the Interacted Director	Relation with Director/ Company! Nature of Concern or subgreat	Principal Terms and Constitions	Bhether the Transaction is at Arm's Length Basia	Date of Approval at the Meeting of the Board
· 1 ·)	2	1 (30) (8)	4	5	5	1
	Bherty Interestinal	Mr. Manay Khale.		Recording	yes	23-06-202
	Horn Shu Intorin Della	Mr. Snahdeep	1978	Rent Reciero	yes	29-06-202
	Bharting, Unber lot Atel			Rant Resent	40	29-06-2021
	Mr. Shehdeep Aggun	My Sheldap		Remande	Yes	29.06-204
e al	Mr. Manoj Khallan	Mr Manaj Khalle	a Garage	Salary	yu	21-06-2021
	Mr. Rameth Shalig	M. Kezath Shate	- 1 Carol	Setterate		29-06-20
	Mr. C.L. Manda	My . C. L. March		Sollay been	44	23-06-202
	14. Sandeep Jeit	Mr. Squalesplet		Sitty Fee	40	29-06-202
107	My Sharphank .	Mr. Shashark		Softing Cee	yes	2406-802
	Mr. A Salesman	M A Selamon	-	hettyle	yes	23-06-201
	My Simonda Swafti	Mr. Sameronda		Settingta	yes	29-06-20
			1 J 1			
		-) ()			_	

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

Name of the Comparises / Borlies Comparate / Firms / Association of Individuals	Hanne of the Intervetion Director
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WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

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

0	tats of Vision	On such Res	min.mice	Date of the	Reference of	Amount	Date of	Synature	Resarts
No. of Directors Present in the Monting	Oirectars Voling In Favour	Directors Vating In Against	Directors Runaining Neutrol	Next Wysting at which Register was Placed for Signature	Specific Rams - (a) to (g) under sub-section (1) of Section 188	of Constract or Arrangment	Share holders Approval # any		¥ any
		19	11	12	13	14	15	16	17
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5252V 1		19 - 19 - 19 - 19 - 19 - 19 - 19 - 19 -		12-08-2021		130000.00		1	1
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				13-08-202		Pwow .			
				13-08-2021		7340520.0	1 A 1		1
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	İ.			13-08-201		100100 a			İ
10 M.G				13-08-2021		08108 m			
				13-08-2021		43244.00		4	-
				13-08-2021		32 433.0		2	1
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under sub-section (1) of Becalium 184, in which any director is having any concern or interest

Nature of Interest or Concern / Change in Interest or Concern	Surficiding	Date on which Internet or Concern Arose/Changed	
	<u> </u>		
	1		\$3
			Dele: Place:
		+	And And
			Eleven

FORM MBP-4

42 **REGISTER OF CONTRACTS** CONTRACTS AND BODIES ETC. IN [Pursuant to section 189 (1) of Companies Act, 2013 and

A DESCRIPTION OF THE PARTY OF T

[Pursuent to section 189 (1) of Companies Act, 2013 and rement with any related party under Section 188 or in which any Director

2 Uma SA Uma SA Uma SA Umana SA J Latu Cutiphon J Latu Buta ting Uma Italia SRL	3 MO.C.L.Norda Mr.C.L.Jiarda	4	5 Sules Sales Sales Sales Tab Wak	6 Yes Yes Yes Yes	
tima SA Mgn Irolusta Internation J Lather Charles Market J Letter Betaphapha Umo Italia SRL			Salue Salue Salue Tel Walk	yes yes	13-08-2021 13-08-2021 13-08-2021
J Lather Butaphino /10 J Lather Butaphino /10 J Letter Butaphino /10 Umo Ttala SRL			Sales Jales	yes	13-08-201
J Lather Entry tong			Salles Job Walk	yes	13-00-20
1 Lester Butaphas /10 Umo Italia SRL			Tel Wak		
time Italia SRL	Mr.C.L Harda		Longer Longer	yes	13-08-2021
			10		
		and the second second second	fluchase	441	13-08-2021
J Leather Enterprises	Mr. C. Lolanda		Confultoring	ives	15-08-221
asting althat parkets	My Ramest		legse fort	yes	13-00-201
J better Enterspice	M. C.L. Mande		Rent Patt	yes	13-08-241
ating fastin east	Min Manay Have		Beize Cha	40	13-08-2021
stan Internationalise	My Marol Elig		Keron :1	yes	13-08-2021
rider Interlarberge	Mi miling		Rentfaced	yes	13-08-2021
writigs Weben Part 25	M mildeep,		Ray Paris	yes	13-08-204
Snaholeap Agante	Mr. Smilldarp		Mareta	400	13-0-2024
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Name of the Companies / Bodies Corporate / Finne / Addo-tation of intrividuals	Name of the
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WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

	talks of Wotler	an such Rea	salution	Delt of the	Returning of	Amount	Date of	Signature	Renario
No. of Directory Present in the Netting	Oracians Volling # Favour	Otrectors Voting in Against	Directors Remaining Heatral	Next Wooting at which Register wes Placed for Signature	Specific Nerrer-(a) to (g) andler eub-exclion (1) of Section 198	of Congract or Arrangmuna	Shara hoiders Approval if any		-
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Nature of Indernat or Concern / Change In Indernat or Concern	Surshieling	Date on which interest or Contem Aroug ClinAged	
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FORM MBP-4

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REGISTER OF CONTRACTS CONTRACTS AND BODIES ETC. IN

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

Date of Contract/ Arrange- ment	Name of the Party with which Contract is. onlored into	Norne of the Interested Director	Relation with Director/ Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whather the Transaction is at Ann's Length Basis	Date of Approval at the Meeting of the Bowel
1	2	3	4	5	6	7
	Ultime SA			Sales	Yes	12-11-2
	Defton Industry How	×		Sales	rees	12-11-202
	Jd J Lealter Eiter	Mr. C.L. Homely		Sales	yes	12-11-202
	Ultimg Italia SRL			Sales	Yes_	12-11-201
	Bhastaya Ulban fut Ltd	Mr. Snehderp.		Sales	yes	12-11-202
	JaJ Leattin Enterplier /2	Mr. C.L. March		Tebuark!	yes	12-11-24
	Ultim Italia She			Purchase	yes	12-11-202
	Jd J katin Estanden /15	My. C. L. Handy		Consultancy	Yes	12-11-202
	Robert Broton More IR.			jegelan	yes	12-11-20.
	Ttoble Monagement Lesinge			ight ord	Yes	12-11-20
	Bharbys Globe Martine	My. Rometh		Leave Real	yes	12-11-20
	The leather Entreporters.			Kentisint	yes.	12-14202
	Bharting Father Reput	Mr. Manaj Khally		Service Part	yes	12-11-202
	Shalltyn Internationt	Mr Menney Kind		Recovery		12-11-201

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

Haune of She Internation 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 Date of the sized Meaning at which Register was Placed for Riscond for Reference of Specific Intens - (a) to (g) under sub-section (1) of Section 13 Amount of Contract or Arrangmen Date of Share holders Approval If any Details of Voting on such Resolution Sinnatu No. of Directors Present in the Nerting Director Voting In Favour Director Remainin Neutra Directors Valing in Against × -Signa 8 9 10 ħ 12 13 14 15 16 17 838860 10774 312 59844-1372614-320201. 455493164 486921-3000/00 3295-121-225,000 25,001 600,000 2250001-1 30134/

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

alara of lalarest or Concern / henge in Interest or Concern	: Sharcholdlay	Date on which Interest or Concern Arose/Changed	
<u> </u>			
			Date
			Place

:	
	TERMATION
	() make



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REGISTER OF CONTRACTS CONTRACTS AND BODIES ETC. IN

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

Dete of Contract Arrange- ment	Name of the Party with which Contract is entared into	Name of the Interested Diractor	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
	Paruly Intern Dung			Reviceal	700	12-11-20
	Bhestin Urban But Ata	M. Suchdart		Rentiered	Yes	12-11-202
	M. Sneldert Aggrent	Mr. Sneldeetay		Remanda	yes	12-11-20
	Mr. Manoj khatter	My Monay Khaly		Serteres	yes	12-11-20
	Mr. Kamesh Bhaling			sittingt	yes	12-11-20
	Mr. Charmfethal Hands	M. C. L. Hand		Sitting Lee	yes	12-11-20
	Mr. Sanderp Sett	My-Sanderfield		Setting Fac	lipes	12-11.20
		my Shashank		fitting free	yes	12-11-20
	M. Anandakelshon	M. A. Saladoran		Sitting fee	405	12-11-21
	Mit Sayno vanily Sund	TWA. S. MSmil	•	Buttogfee	yes	12-11-6
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B. Name of the bodies corporate, firms or other association of individuals as mentioned

Name of the Companies / Bedles Carporate / Firms / Association of Incluiduals	Name of the Internated Director
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· · · · · · · · · · · · · · · · · · ·	

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 Date of the Next Weeting at which Register was Placed for Signature Reference of Specific Items - (s) to (g) under sub-section (1) of Section 18 Details of Veting on such Resolution Amount of Contract or Arrangmen Date of Share holders Approval if any Signa Directors Voting in Favour Directors Voting in Against Directo Remain Neutr No. of ľ Directors Present in the Meeting -. 10 1 11 14 12 13 15 16 17 450 000/-5858841-295000 1884874 33533 -66641-666667-666661> 333371-33355 11

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

Nature of Internet or Concern / Change in Interest or Concern	Shareholding	Date on which interest or Concern Arose/Changed	
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FORM MBP-4

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REGISTER OF CONTRACTS CONTRACTS AND BODIES ETC. IN

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(Pursuant to section 189(1) of Companies Act, 2013 and der Section 188 or in which any Di 101

Data el Contracti Arrange meni	Name of the Party with which Contract is entered into	Hanse of the interested Okector	Relations with Directori Company/ Nature of Concern or Interest	Principal Terms and Conditions	Whener Transaction is at Ann's Longth Basis	Cele of Approval at the Meeting of the Board
1	2	3	4	5	1	7
	UltimesA			Sales	Yes	14 . 2 202
	Ultima SA			Sent ten	14es	14/02/0022
6	Dalla Industry Station	r		Sales	Yes	14/02/0022
	The J Leatter Satur 134 1	Mr. C.L. Handy		Sale	sien	14/02/2022
· · · · · ·	Illon Italm SRL			Sales	yes	14 02/202
	J4 J. Lastin Enter the	Mr. C. L. Hondy		John Wolk	Vax	14 00 40 4
i.	It's baller Estimber 14	M. CL. Had		Carly .	iles	14/02/ 2074
	Kobal Burton More Je.			48 and	1403	14/02/202
	Topta Marcant Sautes	11		Barris I	ives	1401/21
	Shael yo adalal mukes	Millignoh		Langrige	Thes	14 02 202
	Ji J leather Enterpue	M. C. Lorad		Renth	yes	14/02/42
	Blasteg, Fathing Estail	Mr. C. Lited Mr. Manajesta		September	1402	14/02/202
	Blackton Litterational	M Manigkhak		Renacoyd	vies	14 021202
	Tour Istor puter	3		Remained	see	

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

tant of the Campusius / Bodies Camputins / Firms / Againstation of the Octobe	Name of the Internaling Director	
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WITH RELATED PARTY AND

WHICH DIRECTORS ARE INTERESTED

	cerned or interested under sub-section (2) of Section 184									
Directors Present in the Mosting	Calls of Voting Carsolors Voting in Favour	On such Ran Okreders Voting In Against	Christer Christer Remining Notes	Date of the Heat Meeting at which Register was Placed for Signature	Reference of Specific Rens - (a) to (g) under aub-section (1) of Section 138	Amount of Contrad or Amongraph	Date of Share holders Approval if any	Signiture	Ramatu 2 397	
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under sub-section (1) of Section 164, in which any director is having any consum or interest

Nature of Industrial, or Cancern I Change in Internet or Cancern		Digite on which internet of Concern Asses/Changed	
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REGISTER OF CONTRACTS CONTRACTS AND BODIES ETC. IN

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

Data of Contract/ Urrange- ment	Name of the Party with which Contract is entered into	Hame of the Interiot of 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 Mesting of the Board
1	2	3	4	5	í	1
	Sharting Union Act Atd	Mr. Enchdelp		Renthering	yes	14-12-2
	Mr. Suchdeep Aggave	Mr. J. Bygan	-	Director	Yes	14/+2/20
	Mr. Manaj Khallon	Mr. Mang Khal		Serleving	yus	14/02/201
	My. Charanjit Lal Marke	M.C. L Mand		Sitting for	yes	14704 20
	Mr. Sandeep Setti	Mr. Sanders		Siltry Ces	yes	14/+2/ =0
	Mr. Sharthank	Mr. Showhash		Sitterafeer	yes	14/02/201
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B. Name of the bodies corporate, firms or other association of individuals as mentioned

Hame of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Intervaled Director
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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									
De No. of Directors Present in the Meeting	Concton Orincton Voting in Favour	on such Ree Directors Voting in Against	Olytion Oirectory Remaining Neutral	Date of the Hest Marting at which Register was Placed for Signature	Reference of Specific Nems - (a) to (g) under sub-section (1) of Section 188	Amount of Contract or Arrangment	Date of Share holders Approval if any	Signature	Remarks if any
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						2250004	-		
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						5555-	-		
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under sub-section (1) of Section 184, in which any director is having any concern or interest

	Nature of Internat or Concurn 7 Change in Internat or Concurn	Shareholding	Bate on which Interest or Centern Arose/Changed	:	
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		}		Date :	
				Place :	
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REGISTER OF CONTRACTS CONTRACTS AND BODIES ETC. IN

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

Date of Contract/ Arrange- ment	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
	Ultime SA			Sales	yes	30/05/2012
	Ultime SA			Salesdienio	y yes	30/05/2012
	Design Industry Ht Hoyke	4		Sales	yes	30/05/2022
	Alltime Italia SKL	0		Sales	yes	30/05/2022
	J& J Leather Enterplaces Hd			Salu	yes	30/05/2012
	Bhartigge Urban fut Itd.			Sales	yes	30/05/2022
	J&J Leather Enterprises / HA			Job Work fuller	yes	30/05/2020
	Design Industry Los Ching			Inchase	yes	30/ 03/2022
	Ultima Italia SRL			hurchase	yes	30/3/2022
	J&J Leather Enterprises	1		Consultany,	yes	30/05/202
	Robert Buston Moore Je.			Ligal And	yes	30/05/200
	Itopia Monagement Service (1)			Logal And Delessinel	o yes	30/05/202
	Itopia Management Service I			Tickting	yes	30/05/202
	Awardhand Interior Deorgan			Othersheen	a yes	30/05/20.

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

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	* *	plandā	Name of the second is second interested Director and a second
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WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

Details	tails of Voting	on such Res	olution	Date of the	Reference of	Amount	Date of	Signature	Remark
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral	Next Meeting at which Register was Placed for Signature	Specific Items - (a) to (g) under sub-section (1) of Section 188	of Contract or Arrangment	Share holders Approval if any		if any
8	9	10	11	12	13	14	15	16	17
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1. 1. 1. 1.		1.11				1,66,95,696)	-		
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Ray 24	8 32	K 112				27,17,994	-		
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the m	5 6	N. 198	222			12,601-	-2.44	1 Stat	
Statizali	8 631	- Hand	11-05			35,751	-11	1.0.1.1	

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

Shareholding	Date on which Interest or Concern Arose/Changed	
		Dat
		Pla
	Shareholding	

FORM MBP-4

REGISTER OF CONTRACTS CONTRACTS AND BODIES ETC. IN

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

Date of Contract/ Arrange- ment	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
	Bharting Grlobal Marting	1		lease feat Pas	Yes	3005/202
	JdJ Leather Enterprises 10			Rest Parol	yes	30/05/2022
-	Blertige Fashia Retalled Ltd			Sourcescharg	eyes	30/05/202
	Bharling International Log			Recoveryof	1 yes	30/05/2027
	Pagushi Interior Dienon			Rentfection	yes	30/05/2022
	Bhartyg Whankat Itd			Rent Recieva	yes	30/05/2020
	Snehdeep Aggurual		1	Director	yes	20/05/202
	Manoj Khattar Ramesh Bhatia		1.2	Salartos	yes	30/05/202
	C. L. Handa			Sitting fees	yes	30/05/20
	Sandeep Jette	1		Settingfees Sutto for	ques	30/05/201
	A. Sahoassagiamen			Stitting feas	yes	30/05/202
	S.M. Swatti			Settingfees	yes	3005 202
	Ray Kuman Chamla			Salwy	yes	30/05/2027
	Shnilja Chanla			Chargellen	yes	30/03/2021

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
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WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

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

De	tails of Voting	g on such Res	olution	Date of the	Reference of	Amount	Date of	Signature	Remarks
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral	Next Meeting at which Register was Placed for Signature	Specific Items · (a) to (g) under sub-section (1) of Section 188	of Contract or Arrangment	Share holders Approval if any		if any
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under sub-section (1) of Section 184, in which any director is having any concern or interest

Nature of Interest or Concern I Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed	
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FORM MBP-4 .

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REGISTER OF CONTRACTS CONTRACTS AND BODIES ETC. IN

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

Date of Contract/ Arrange- ment	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
	Ultima SA			Sales	Ves	11/08/2022
	Ultima SA			Salesof	yes	11/08/202
	Delign Industry to Hongh J&J Leather Enterprises It	ou		Socles	yes	11/08/2023
	J&J Leather Enterprises 1	d		Jobwerk/	yes	11/08/202
	Ultima Italia SRL	N.		Purchase	yes	11/08/2022
	JEJ Lenther Eaterpring	2		Consultancy	Yes	11/08/2023
	Itopla Monagement Services			Legal and	yes	11/08/202
	Parustin Intelion	2		Other Incon	" yes	11/08/202
	Bhartiye Global MKt			Lease Rest	yes	11/00/2022
	Jd J Leather Enterperroy	5		Rent Patal	injes	11/08/202
	Bhertyn Lashin Retails	1		Sentry Change	yes	11/08/2022
	Bharling International			Retoriory of	yes	11/00/202
	Parsushi Interio Desig	~		Reat Roller	- Yes	11/08/2022
	Bheertigen Vilan Putile			Rent Recito	of yes	11/08/2022

WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

De	tails of Voting	g on such Res	olution	Date of the Reference of	Reference of	Amount	Date of	Signature	Remarks
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting In Against	Directors Remaining Neutral	Next Meeting at which Register was Placed for Signature	Specific Items - (a) to (g) under sub-section (1) of Section 188	of Contract or Arrangment	Share holders Approval if any		if any
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						4687,056	-		-

on (1) of Section 184, in which any director is having any c

of the Companies / Bodies Corporate / Firms / Association of Individuals	Sec. al.	Name of the institute is such the
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Nature of Interest or Concern i Change in Interest or Concern	Shareholding	Date on which Interest or Concern Arose/Changed	
			Date : Place :
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REGISTER OF CONTRACTS CONTRACTS AND BODIES ETC. IN

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

Date of Contract/ Arrange- ment	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
	Mr. Snehdeep Aggazza	l		Director	. ves	11/08/202
	Mr. Manoj Khaltar			Salary.	yes	11/08/2+2
	Mr. Ramesh Bhalta			Setting fee	yes	11/08/202
	My. C. L. Handa			Setting Fee	yes	11/00/202
	Mr. Syndrepsett			Sitting Cee	yes	11/00/202
	Mr. Shashank			Sitting Fee	yes	11/00/201
	Mr. A. Serbastranaman			Siltingle	yes	11/00/202
	Mr.s. S. M. Swathi			Sittingfee	Yes	11/00/2011
	Mr. Raj Kumen Chamle			Selary	Yes	11/08/201
	Mrs. Shailja Chanila			Consultan	y yes	11/08/20,
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	and the state			C. A. A. S.		
	La La	5			170	18

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

Name of the Companies / Bodies Corporate / Firms / Association of Individuals	Name of the Interested Director
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WITH RELATED PARTY AND WHICH DIRECTORS ARE INTERESTED

De	tails of Voting	on such Res	solution	Date of the	Reference of	Amount	Date of	Signature	Remark
No. of Directors Present in the Meeting	Directors Voting in Favour	Directors Voting in Against	Directors Remaining Neutral	Next Meeting at which Register was Placed for Signature	Specific Items - (a) to (g) under sub-section (1) of Section 188	of Contract or Arrangment	Share holders Approval if any		if any
8	9	10	11	12	13	14	15	16	17
						225,001-	-		
						2,537,026)	È		
						11,111-	-		
-						27,778/-	-		
				-		27:778/-	-		
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under sub-section (1) of Section 184, in which any director is having any concern or interest

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

and the first

Persuant to Section 170 of companies Act, 2013 and Rule 17 of

Director Identifi-	Name and Surname in Full Any Former Name and	Date of Birth Nationality	Permanent Residential - Address	Date of Board Resolution In which Appointment made	Office of Director or
cation No. (Optional for KMP)	Surname in Full Father's Name, Mother's Name	(Including Nationality of origin	Present Residential Address	Date of Appointment and Reappointment in the Company	KMP held or Relinquished in
	and Spouse's Name (if married) and Surname in full	if different) Occupation		Date of Cessation of Office and Reasons thereof	any other body Corporate
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PERSONNEL WITH THEIR SHARE HOLDINGS

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

Membership No. of the	Income Tax PAN	DETAILS OF SECU SUBSIDIARY COMPA	RITIES HEL	D IN THE CO	OMPANY IT	SELF, ITS H	OLDING CO	MPANY, COMPANY
ICSI in case of Company Secretary	(Mandatory for KMP not having DIN)	Name of Company wherein Securities held Whether the Company itself, Its Holding/Company, Subsidiary Company, Subsidiary of Holding Company of Associate Company	No. Description and Nominal Value of Securities	Date of Acquisition Price or Other Conside- ration Paid	Date of Disposal Price or Other Conside- ration Received	Cumulative Balance and Ko. of Securi- ties held after each Transaction	Mode of Acquisition Mode of holding Physicalor Dematerialised	Whether Securities Pledged or any Encum- berance created
7	8	9	10	11	12	13	14	15
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		Rhorthyn Global werken	Perso Shaves	an		A DE DAY	C. C. Martin	244
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		Private Limited	of 110/-00	AGI NA	Cherry and	interence	Sh Real	4.5
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		Services (India)	of B. W.G	ch			NoV: 1	1. I.
		Privole Limited						
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		Services (Those)	Sharesof	1	1		Sector Contractor	
		private Limited	Rs. 101-					
	-		Cach					
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		Private Limited	of the id- earl					
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Persuant to Section 170 of companies Act, 2013 and Rule 17 of

The States

Name of the company : BHARTIYA INTERNATIONAL Addres= Name and Sumame in Full Any Former Name and Sumame in Full Father's Name, Mother's Name and Spouse's Name (if married) and Sumame in full Date of Birth Date of Board Resolution In which Appointment made Perm Director Identifi-cation No (Optional for KMP) Office of KMP held or Relinquished in any other body Nationality (Including Nationality of origin If different) Date of Appointment and Reappointment in the Company Date of Cessation of Office and Reasons thereof Present Residential Address 00 1 12/00/1946 Bhatta House No. -26, DE/09/1987 00052320 Ramesh Bhatic The Mall Amnifsar ---Indian Lt Sh. Raghurandon Business Amjab - 143001. Lad Bhatia

PERSONNEL WITH THEIR SHARE HOLDINGS

AND STREET AND

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

No. of the	Income Tax PAN	DETA	ETAILS OF SECURITIES HELD IN THE COMPANY ITSELF, ITS HOLDING COMPANY ISIDIARY COMPANY, SUBSIDIARY OF HOLDING COMPANY OR ASSOCIATE COMPA										
ICSI in case of Company Secretary	(Mandatory for KMP not having DIN)	Name of C Sec	Name of Company wherein Securities held Whither the Company itself, its Holding Company, Subsidiary Consany, Subsidiary of Holding Company or Associate Company		No. Description and Nominal Value of Securities	Date of Acquisition Price or Other Conside- ration Paid	Date of Disposal Price or	Canufative Balance and No. of Securi- ties held after each Transaction	Mode of Acquisition Mode of holding Physicalor Dematerialised	Whi Secu Pledg any E ben cre			
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Director Identifi-	Name and Sum		Date of Birth	Permanent Residential Address	Date of Boa in which App	rd Resolution ointment made	Office of Director or	
cation No. (Optional for KMP)	Any Former I Surname Father's Name, M and Spouse's Nar and Surnam	in Full lother's Name me (if married)	Nationality (Including Nationality of origin if different)	Present Residential Address	Reapp in the Date of C	contract and ointment Company Cessation of easons thereof	KMP held or Relinquished in any other body Corporate	
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Date of Birt	YA INTERNATI	Date of Board Resolution				DETAILS OF	•••••			
Nationality (Including Nationality of origin if different Occupatio	Address Present Residential Address	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 Relinguished in any other body Corporats	Membership No. of the ICSI in case of Company Secretary	Income Tax PAN (Mandatory for KMP not having DIN)	SUBSIDIARY C Name of Company i Securities hill Whether the Company Bubsidiary Comp Subsidiary Comp Subsidiary of Hodding of Participation of Company Subsidiary Comp	wherein	NY, SUBSID No. Description and Nominal Value of Securities	Date of Acquisition Price or Other Conside ration Paid	OLI
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	Name of the company :		YA INTERNATI		1997							ED/PRIVAT		- 25
Director Identifi-	Name and Surname in Full Any Former Name and	Date of Birth Nationality	Permanent Residential Address	Date of Board Resolution in which Appointment made	Office of Director or	Membership No. of the	Income Tax PAN	DETAILS OF SECUR SUBSIDIARY COMPA	RITIES HEL	D IN THE CO	DMPANY ITS	ELF, ITS H	OLDING COM	OM
cation No. (Optional for KMP)	Sumame in Full	Nationality (Including Nationality of origin if different) Occupation	Present Residential Address	Date of Appointment and Reappointment in the Company Date of Cessation of Office and Reasons thereof	KMP held or Relinquished in any other body Corporate	ICSI in case of Company Secretary	(Mandatory for KMP not having DIN)	Name of Company wherein Securities held Whether the Company Itself, Its Holding Company, Subsidiary Company, Subsidiary Orbothing Company or Associate Company	No. Description and Nominal Value of Securities	Date of Acquisition Price or Other Conside- ration Paid	Date of Disposal Price or Other Conside- ration Received	Cumulative Balance and No. of Securi- ties held after each Transaction	Mode of Acquisition Mode of holding Physicalor Dematerialised	Wi Sec Plex any be ct
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Companies (Appointment and Qualifications of Directors) Rule, 2014 (188)

Persuant to Section 170 of compan	ies Act, 2013 and Rule 17 of
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	Name of the company :	ARTI	YA INTERNAT	IONAL	······					<u></u>		ED/PRIVAT		N
Director Identifi-	Name and Surname in Full Any Former Name and	Date of Birth Nationality	Permanent Residential Address	Date of Board Resolution in which Appointment made	Office of Director or	Membership No. of the	Income Tax PAN	DETAILS OF SECUL SUBSIDIARY COMPA	RITIES HEL			BELF, ITS H		
cation No. (Optional for KMP)	Surname in Full Father's Name, Mother's Name and Spouse's Name (if married) and Surname in full	(Including Nationality of origin if different) Occupation	Present Residential Address	Date of Appointment and Reappointment in the Company Date of Cessation of Office and Reasons thereof	KMP held or Relinquished in any other body Corporate	ICSI in case of Company Secretary	(Mandatory for KMP not having DIN)	Name of Company wherein Securities held Whether the Company Reelf, Its Holding Company, Subsidiary Company, Subsidiary of Holding Company or Associate Company	No. Description and Nominal Value of Securities	Date of Acquisition Price or Other Conside- ration Paid	Date of Disposal Price or Other Conside- ration Received	Comulative Balance and No. of Securi- ties held after each Transaction	Mode of Acquisition Mode of holding Physicalor Dematerialised	Whethe Securitie Piedged any Encu berance created
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PERSONNEL WITH THEIR SHARE HOLDINGS

Companies (Appointment and Qualifications of Directors) Rule, 2014

Director	Name and Surname in Full	Date of Birth	Permanent Residential Address	Date of Board Resolution in which Appointment made	Office of	Membership	Income Tax	DETAILS OF SECUR	RITIES HEL	D IN THE CO	DMPANY ITS	SELF, ITS H	OLDING COL	MPANY
cation No. (Optional for KMP)	Any Former Name and Surname in Full Father's Name, Mother's Name and Spouse's Name (if married) and Surname in full	Nationality (Including Nationality of origin if different) Occupation	Present Residential Address	Date of Appointment and Reappointment in the Company Date of Cessation of Office and Reasons thereof	KMP held or Relinquished	No. of the ICSI in case of Company Secretary	PAN (Mandatory for KMP not having DIN)	Nama of Company wherein a Securities held Whether the Company Iself, Bi Hölding Company, Substituting Company, or Associate Company or Associate Company	No. Description and Nominal Value of Securities	Date of Acquisition Price or Other Conside- ration Paid	Date of Disposal Price or Other Conside- ration Received	Cumulative Balance and No. of Securi- ties beld after each Transaction	Mode of Acquisition Note of holding Physicalor Dematerialised	Wheth Securit Pledge any Enc beran creat
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{ Persuant to Section 170 of companies Act, 2013 and Rule 17 of

Name of the company: BHARTIYA INTERNATIONAL

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Cation No. Any commer name and Surname in Full Nationality Full Present Residential Address Date of Appointment and Reappointment in the Company Date of Cesation of Office and Reasons thereit War build (Mar Reappointment and synume in full Material Company Company Company Material (Mar (Mar Nationality) Material (Mar Address Material (Mar Nationality) 1 2 3 4 5 6 7	income Tax PAN	Membership No. of the	Office of Director or	Date of Board Resolution in which Appointment made	Permanent Residential Address	Date of Birth	Name and Surname in Full Any Former Name and	Director
1 2 3 4 5 6 7 3 3 4 5 6 7 3 52954 Sapprovende Starthi 24/07/1967 469, 4th cross, 1st phase 01/04/2020 Machaiah Indian ninggragar, 4th dage 29/09/2020 - Riemerse Mysury, Konniake - St. Machaiah 570017.	(Mandatory for KMP not having DIN)	ICSI in case of Company	KMP held or Relinquished in tany other body	Date of Appointment and Reappointment in the Company Date of Cessation of	Present Residential	Nationality of origin if different)	Surname in Full Father's Name, Mother's Name and Spouse's Name (if married)	cation No. (Optional
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PERSONNEL WITH THEIR SHARE HOLDINGS

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

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Wheth Securit Piedged any Enc beranic create	Mode of Acquisition Mode of holding Physicator Dematerialised	Cumulative Balance and No. of Securi- Ses held after each Transaction	Date of Disposal Price or Other Conside- ration Received	Date of Acquisition Price or Other Conside- ration Paid	No. Description and Nominal Value of Securities	Name of Company wherein Securities held Whether helding Company Itself, its Holding Company, Subsidiary Company, Subsidiary of Holding Company or Associate Company	(Mandatory for KMP not having DIN)	ICSI in case of Company Secretary
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PERSONNEL WITH THEIR SHARE HOLDINGS

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Companies (Appointment and Qualifications of Directors) Rule, 2014

rector entifi-	Name and Surname in Full Any Former Name and	Date of Birth Nationality	Permanent Residential Address	Date of Board Resolution in which Appointment made	Office of Director or	Membership No. of the	Income Tax PAN	DETAILS OF SECURITIES HELD IN THE COMPANY ITSELF, ITS HOLDING COMPANY SUBSIDIARY COMPANY, SUBSIDIARY OF HOLDING COMPANY OR ASSOCIATE COMPA						MPANY, COMPAN
ion No. ptional r KMP)	Any Former Name and Surmame In Full Father's Name, Mother's Name and Spouse's Name (if married) and Surname in full	Nationality (Including Nationality of origin if different) Occupation	Present Residential Address	Date of Appointment and Reappointment in the Company Date of Cessation of Office and Reasons thereof	KMP held or Relinquished in any other body Corporate	ICSI in case of Company Secretary	(Mandatory for KMP not having DIN)	Name of Company wherein Securities held Whether the Company iself, Its Holding Company, Subsidiary Company, Subsidiary of Molding Company er Associate Company	No. Description and Nominal Value of Securities	Date of Acquisition Price or Other Conside- ration Paid	Date of Disposal Price or Other Conside ration Received	Cumulative Balance and No. of Securi- ties held after each Transaction	Mode of Acquisition Node of holding Physicalor Dematerialised	Whethe Securitie Piedged any Encu berance created
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PERSONNEL WITH THEIR SHARE HOLDINGS

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

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tion No. ptional r KMP)	Any Former Name and Sumame in Full Father's Name, Mother's Name and Spouse's Name (if married) and Sumame in full	Nationality (Including Nationality of origin if different) Occupation	Present Residential Address	Date of Appointment and Reappointment in the Company Date of Cessation of Office and Reasons thereof	Director or KMP held or Relinquished in any other body Corporate	No. of the ICSI in case of Company Secretary	PAN (Mandatory for KMP not having DIN)	Name of Company wherein Securities held Wheeder the Company Iself, ISE Holding Company, Subsidiary Company, Subsidiary of Holding Company or Associate Company	No. Description and Nominal Value of Securities	Date of Acquisition Price or Other Conside- ration Paid	Date of Disposal Price or Other Conside- ration Received	Cumulative Balance and No. of Securi- Ses held after each Transaction	Mode of Acquisition Mode d holding Physicalor	Wheth Securit Pledge any Enc beran
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PERSONNEL WITH THEIR SHARE HOLDINGS

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

irector	Name and Sumame in Full	Date of Birth	2 Internationa Permanent Residential	Date of Board Resolution		Membership	Income Tax	DETAILS OF SECU	RITIES HEL	D IN THE CO	MPANY IT	BELF, ITS H	OLDING CO	MPANY,
tion No.	Any Former Name and	Nationality	Address	in which Appointment made	Office of Director or	No. of the ICSI in	PAN (Mandatory	SUBSIDIARY COMPA				and the second		Whether
ptional r KMP)	Surname in Full Father's Name, Mother's Name and Spouse's Name (if married) and Surname in full	(Including Nationality of origin if different)	Present Residential Address	Date of Appointment and Reappointment in the Company Date of Cessation of	KMP held or Relinquished in any other body	case of Company Secretary	for KMP not having DIN)	Name of Company wherein Securities held Whatter the Company itself, his Rolding Company, Subsidiary Company, Subsidiary of Hotting Company or Associate Company	No. Description and Nominal Value of	Date of Acquisition Price or Other Conside- ration	Date of Disposal Price or Other Conside- ration	Cumulative Balance and No. of Securi- ties held after	Mode of Acquisition Mode of holding Physicalor	Securities Pledged o any Encur berance
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PERSONNEL WITH THEIR SHARE HOLDINGS

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

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irector lentifi-		urname in Full or Name and	Date of Birth Nationality	Permanent Residential Address	Date of Board Resolution in which Appointment made	Office of Director or	Membership No. of the	Income Tax PAN	DETAILS OF SECUR SUBSIDIARY COMPAN	TTIES HEL	IN THE CO	LDING COM	ELF, ITS H	OLDING CO	MPANY, COMPAN
tion No. ptional r KMP)	Surnan Father's Name and Spouse's I and Surn	ne in Full. , Mother's Name Name (if married) name in full	(Including Nationality of origin if different) Occupation	Present Residential Address	Date of Appointment and Reappointment in the Company Date of Cessation of Office and Reasons thereof	KMP held or Relinquished in any other body Corporate	ICSI in case of Company Secretary	(Mandatory for KMP not having DIN)	Name of Company wherein Securities held Whether the Company Itself, m Holding Company, Subsidiary Company, Subsidiary of Holding Company of Associate Company	No. Description and Nominal Value of Securities	Date of Acquisition Price or Other Conside- ration Paid	Date of Disposal Price or Other Conside- ration Received	Camulative Balance and Ko. of Securi- ties held after each Transaction	President of the second	Whether Securitie Pledged to any Encur berance created
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PERSONNEL WITH THEIR SHARE HOLDINGS

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

irector lentifi- tion No.	Any Former Name and	Date of Birth Nationality	Permanent Residential Address	Date of Board Resolution in which Appointment made	Office of Director or	Membership No. of the	Income Tax PAN	DETAILS OF SECUR	RITIES HEL	D IN THE CO	MPANY ITS	ELF, ITS H	OLDING CO	MPANY, COMPAN
Optional or KMP)	Surname In Full Father's Name, Mother's Name and Spouse's Name (if married) and Surname in full	(Including Nationality of origin if different) Occupation	Present Residential Address	Date of Appointment and Reappointment in the Company Date of Cessation of Office and Reasons thereof	KMP held or Relinquished in any other body Corporate	ICSI in case of Company Secretary	(Mandatory	Name of Company wherein Securities held Whether the Company Isett, Is Holding Company, Subsidiary Company, Subsidiary Company, er Associate Company	No. Description and Nominal Value of Securities	Date of Acquisition Price or Other Conside- ration Paid	Date of Disposal Price or Other Conside- ration	Cumulative Balance and No. of Securi- ties held after each Transaction	Mode of Acquisition Mode of holding Physicalor	Whether Securitie Piedged of any Encur berance
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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 (<u>www.mca.gov.in</u>) 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;
- 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;
- 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
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 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.
- 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



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.

- 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.
- 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.
- 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.
- 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

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 <u>ravi@csrsm.com</u> ICSI Unique Code: P1997DE017000

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

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 <u>ravi@csrsm.com</u> ICSI Unique Code: P1997DE017000

ANNUAL SECRETARIAL COMPLIANCE REPORT OF BHARITYA 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 31^{st} 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:-

Action taken by	Details violation	Details taken warning debarme		fines, letter,	Observations/rem of the Pract Company Secreta any.	ising
		N	one			

- (d) The listed entity was not required to take any action actions as there was no observation made by the Practicing 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

Place: Gurugram Date: 11th August, 2022

Notes:

- 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.
- 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

Yogesh Kumar Gautam Company Secretary (M. NO. A31119) 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 <u>www.bhartiya.com</u>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <u>www.bseindia.com</u> and <u>www.nseindia.com</u> respectively and on the website of National Securities Depository Limited (NSDL) at <u>www.evoting.nsdl.com</u>.
- Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company at <u>shares@bhartiya.com</u>.

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 <u>evoting@nsdl.co.in</u> 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 <u>shares@bhartiya.com</u>. 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.

Type of shareholders	Login Method				
Individual Shareholders holding securities in demat mode with NSDL.	 Existing IDeAS user can visit the e-Services website of NSDL Viz. <u>https://eservices.nsdl.com</u> 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 available at <u>https://eservices.nsdl.com</u>. Select "Register Online IDeAS Portal" or click at <u>https://eservices.nsdl.com/SecureWe</u> <u>IdeasDirectReg.jsp</u> 				
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <u>https://www.evoting.nsdl.com/</u> 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. 				
	NSDL Mobile App is available on				
	App Store Google Play				
Individual Shareholders holding securities in demat mode with CDSL	 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 <u>https://web.cdslindia.com/myeasi/home/ login</u> or <u>www.cdslindia.com</u> 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 availal at <u>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</u> 				
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <u>www.cdslindia.</u> 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.				

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

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
	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <u>evoting@nsdl.co.in</u> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <u>helpdesk.evoting@cdslindia.com</u> 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: <u>https://www.evoting.nsdl.</u> <u>com/</u> 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************************************
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 user 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 "<u>Forgot User Details/Password?</u>" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on <u>www.</u> <u>evoting.nsdl.com</u>.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at <u>evoting@</u> <u>nsdl.co.in</u> 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.
- 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:

- 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 <u>shares@bhartiya.com</u>.
- 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 (<u>shares@bhartiya.com</u>). 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 <u>evoting@nsdl.co.in</u> 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

 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 <u>contact@csrsm.com</u> with a copy marked to <u>evoting@nsdl.co.in</u>.

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.
- 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 <u>www.evoting.nsdl.com</u> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at <u>evoting@nsdl.co.in</u>.
- 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 <u>evoting@nsdl.co.in</u> or to the Company at <u>shares@bhartiya.com</u>. 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
- 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 <u>www.bhartiya.</u> <u>com</u> and on the website of NSDL <u>www.evoting.nsdl.com</u> 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:

- a. 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
- b. 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):

- a. 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.
- b. 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	

- c. 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 <u>www.bhartiya.com</u> and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link <u>www.iepf.gov.in</u>.
- 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 <u>www.bhartiya.com</u>.

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 ensuring 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:

			r		
Name of Director	Mr. Robert Burt	on Moore Jr.	Mr. Nikhil Aggarwal		
Date of Birth	18/09/1950		23/10/1975		
DIN	08108097		01891082		
Nationality	United States o	America	Indian		
Qualifications		arketing and Accounts) versity of Mississippi, ippi, USA	BE- Mech. Engg., MBA		
Date of first appointment on the Board	16/04/2018		04/10/2007		
Expertise/Experience in specific functional areas	of Mississippi; in 1988. Was named Powerful Tanne	ert studied at University received Taylor Medal among the 20 Most rs in World in Leather agazine, 2012.	Experience in International Marketing and Management.		
Directorships held in other companies	Rocky Brands In	c. (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	of remuneration	conditions and details a sought to be paid is olutions/explanatory in	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	Chairman / Member	Name of the Committees	Chairman / Member	Name of the Committees	
of this Company	-	-	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 31 st March, 2022	-		20,000 equity shares		

Name of Director	Mr. Navkiran S	inah 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			countant		
Date of first appointment on	11th August, 20	022	Chartered Accountant 11th August, 2022		I.F.S, L.L.B., B.Com 11th August, 2022	
the Board						
Expertise/Experience in specific functional areas	Army, highly decorated Army Officer having wide ranging leadership, management and organizational experience spanning 40 years of		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		Affairs in New Delhi. During his career, he was accredited as Ambassador in seven	
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		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		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 31 st March, 2022					-	-