

BHARTIYA INTERNATIONAL LIMITED

Regd. Office : 56/7, Nallambakkam Village, (Via Vandalur) Chennai-600048, Tamil Nadu
CIN - L74899TN1987PLC111744 | T: +91 9551050418-21
Email: shares@bhartiya.com | Website: www.bhartiyafashion.com

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of Bhartiya International Limited will be held on Thursday, 29th September, 2016 at 2.00 P.M. at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai-600 047, Tamil Nadu to transact the following business :-

ORDINARY BUSINESS:-

Item No 1 - Adoption of Financial Statements

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2016, including the audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Item No 2 - Declaration of Dividend

To declare Final dividend on Equity Shares for the Financial Year 2015-2016.

Item No 3 - Appointment of Director

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

Item No 4 - Appointment of Auditors

To appoint Auditors and fix their remuneration and in this regard 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 sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, and pursuant to the recommendations of the Audit Committee of the Board of Directors, the appointment of M/s. Sushil Poddar & Co, Chartered Accountants (Registration No. 014969N), approved in the 27th Annual General Meeting until 30th Annual General Meeting be and is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting, with remuneration as may be decided by the Board of Directors.”

**By Order of the Board
For Bhartiya International Limited**

Sd/-

Shilpa Budhia

Company Secretary

(M.No. : A23564)

Place : Gurgaon

Date : 11th August, 2016

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Members/Proxies are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

4. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Rules, 2015 with the Stock Exchanges, is provided in the end of the Notice.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
7. The Register of Members and the Share Transfer Books of the Company will remain close from Friday, 23rd September 2016 to Thursday, 29th September, 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares for the financial year ended 31st March, 2016, if declared at the Meeting.
8. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 22nd September, 2016.
9. In respect of shares held in the demat form, the dividend will be payable on the basis of beneficial ownership as per details furnished by the National Securities Depository Ltd. and Central Depository Services (I) Ltd. for this purpose.
10. Members holding shares in demat form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations of the Depositories. The Company will not entertain any direct request from such members for change/ deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in demat form. Members may therefore give instructions regarding bank accounts, in which they wish to receive dividend, to their Depository Participants.
11. Members who wish to claim dividends, which remain unclaimed, are requested to liaise with the Secretarial Department, at the Company's registered office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund, on the respective dates mentioned there against.

Financial Year Ended	Date by which unclaimed dividend amount will be credited/ transferred to the "Investor Education and Protection Fund"
31.03.2007	02.11.2014
31.03.2008	27.10.2015
31.03.2009	30.10.2016
31.03.2010	29.10.2017
31.03.2011	31.10.2018
31.03.2012	01.11.2019
31.03.2013	28.10.2020
31.03.2014	13.10.2021
31.03.2015	26.10.2022

12. The annual report for 2015-16 along with the notice of Annual General Meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their email ids with the depository participants/ registrar and share transfer agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the annual report 2015-16 along with the notice of annual general meeting, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website www.bhartiyafashion.com for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication the shareholders may also send requests to shares@bhartiya.com.

13. The members are requested to update their email addresses with their Depository Participants respectively to enable us to send the documents/reports and other communications via e-mail. Members holding shares in physical mode may please write to the Company or MAS Services Ltd., our Share Transfer Agent for updation of their e-mail address at the earliest. The shareholders holding shares in physical form may use the format annexed to the Notice for registering e-mail address.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

15. Voting through Electronic Means

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Rules, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- (ii) The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.
- (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iv) The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner.
- (v) The Board of Directors of the Company has appointed Mr. Ravi Sharma (CP No. 3666), Partner of RSM & Co, Practicing Company Secretary, as Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- (vi) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 22nd September, 2016.
- (vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 22nd September, 2016 only shall be entitled to avail the facility of remote e-voting / Insta Poll.
- (viii) Any person who acquires shares of the Company and become a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 22nd September, 2016, may obtain login ID and password by sending a request at evoting@nsdl.co.in or shares@bhartiya.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing use ID and password for casting your vote. If you have forgotten your password, you can reset the password using "Forgot User Details/Password" option available on www.evoting.nsdl.com
- (ix) The remote e-voting facility will be available during the following period:
 Commencement of remote e-voting : From 9.30 a.m. (IST) on 26th September, 2016
 End of remote e-voting : Up to 5.00 p.m. (IST) on 28th September, 2016
 The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.
 The Scrutinizer, after scrutinising the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.bhartiyafashion.com and on the website of NSDL <https://evoting.nsdl.com>. The results shall

simultaneously be communicated to the Stock Exchanges.

(x) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 29th September, 2016.

(xi) In case of Shareholders receiving e-mail from NSDL:

- (a) Open email and open the PDF file viz, "Bhartiya e-voting.pdf" with your client ID or Folio No. as password. The said PDF file contains user ID and password for e-voting. Please note that the password is an initial password;
- (b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>;
- (c) Click on Shareholder – Login;
- (d) Insert user ID and password as initial password noted in step (i) above. Click Login;
- (e) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- (f) Home Page of e-Voting opens. Click on e-Voting: Active E-Voting Cycles;
- (g) Select "EVEN" of Bhartiya International Limited;
- (h) Now you are ready for e-voting as Cast Vote page opens;
- (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
- (j) Upon confirmation, the message "Vote cast successfully" will be displayed;
- (k) Once you have voted on the resolution, you will not be allowed to modify your vote;
- (l) For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at info.rsmco@gmail.com with a copy marked to evoting@nsdl.co.in

(xii) In case of Shareholders who have not registered their e-mail Id and will be receiving physical copy of the Notice of AGM:

- (a) User ID and Password is provided at the top of the attendance sheet.
- (b) Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
 1. 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 Downloads section of www.evoting.nsdl.com.
 2. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 3. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the following voting period:

Commencement of e-voting: From 9.30 a.m. on 26th September, 2016

End of e-voting: Upto 5.00 p.m. on 28th September, 2016.

E-Voting shall not be allowed beyond 5.00 p.m. of 28th September, 2016. During the e-voting period, Shareholders of the Company, holding shares as on 22nd September, 2016 either in physical form or in dematerialized form may cast their vote electronically.

**By Order of the Board
For Bhartiya International Limited**

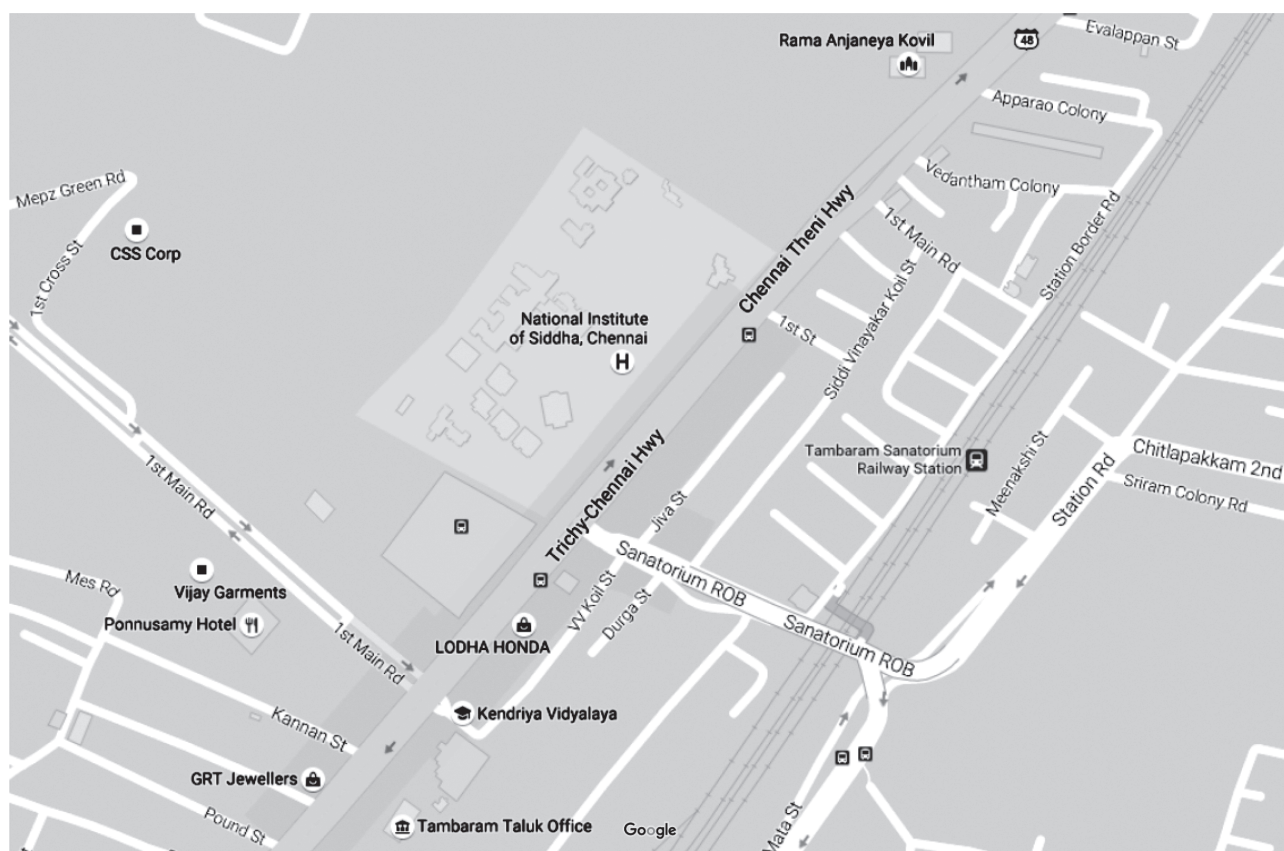
**Sd/-
Shilpa Budhia
Company Secretary
(M.No. : A23564)**

**Place : Gurgaon
Date : 11th August, 2016**

The brief resume and other information as per Secretarial Standards and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Director seeking re-appointment is provided below:

DIN	01891082
Date of birth	23.10.1975
Date of original appointment	04.10.2007
Expertise in special function areas	Experience in International Marketing and Management
Qualification	BE- Mechanical Engineering, MBA
List of outside directorships as on 31.03.2016 (in public companies and subsidiaries of public companies)	–
Chairman/Member of the Board Committees of the Companies as on 31-03-2016	–
No. of shares held	20000
Relationship with other directors and KMP	Mr. Nikhil Aggarwal is the son of Mr. Snehdeep Aggarwal's brother, Mr. Pawan Aggarwal
Last salary drawn	Nil

ROUTE MAP OF AGM VENUE



ANNEXURE
E-COMMUNICATION REGISTRATION FORM
(EXCLUSIVELY MEANT FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

To,
MAS Services Ltd.
T-34, 2nd Floor,
Okhla Industrial Area,
Phase-II, New Delhi - 110 020
E-mail: info@masserv.com

To,
Company Secretary
Bhartiya International Limited,
56/7, Nallambakkam Village,
(Via Vandalur) Chennai-600048, Tamil Nadu
E-mail: shares@bhartiya.com

Name of Company: **BHARTIYA INTERNATIONAL LIMITED**

Folio No. :

Name of 1st Registered holder:

Name of Joint holder(s):

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E-mail ID (to be registered):

Please register my above e-mail ID in your records for receiving communication in electronic form from the Company.

Date:

Signature:

(First holder)

Note:

Shareholder(s) are requested to keep the Company informed of change, if any, in the e-mail address.

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ELECTRONIC VOTING PARTICULARS

EVEN (e-Voting Event Number)	USER ID	PASSWORD/PIN	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of e-voting	From 9.30 a.m. (IST) on 26th September, 2016
End of e-voting	Upto 5.00 p.m. (IST) on 28th September, 2016

*The cut-off date (i.e. the record date) for the purpose of e-voting is 22nd September, 2016.

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

BHARTIYA INTERNATIONAL LIMITED

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ATTENDANCE SLIP

Regd. Folio No. / DP ID / Client ID : _____

Name & Address of First/Sole Shareholder : _____

No of Shares held : _____

I hereby record my presence at the 29th Annual General Meeting of the Members of Bhartiya International Ltd, held on Thursday, the 29th September, 2016 at 2.00 P.M, at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu - 600 047.

Signature of Member/Proxy**Notes:**

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- Member/Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

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PROXY FORM (MGT-11)**AGM 2016**

(Pursuant to Section 105(6) of the Companies Act and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Folio/DP ID- Client ID No :
Name of the member(s) & Address :

I/We, being the member(s) ofshares of the above named Company, hereby appoint:

- (1) Name :
Address:
E-mail Id: Signature:, or failing him;
- (2) Name :
Address:
E-mail Id: Signature:, or failing him;
- (2) Name :
Address:
E-mail Id: Signature:, or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Thursday, 29th September, 2016 at 2:00 p.m., at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu 600 047 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Vote (Optional see Note 2) (Please mention number of shares)		
		For	Against	Abstain
	Ordinary Business			
1	To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2016 and Audited Profit and Loss Account for the financial year ended on that date along with the reports of the Directors and Auditors thereon.			
2	To declare dividend on equity shares.			
3	To appoint a Director in place of Mr. Nikhil Aggarwal (DIN: 1891082), who retires by rotation and, being eligible, offers himself for re-appointment.			
4	To ratify the appointment of Statutory Auditor in this Annual General Meeting till conclusion of next Annual General Meeting			

Signed this day of 2016

Signature of Shareholder.....

Signature of Proxy holder(s)

Affix Revenue
Stamp not less
than Rs.0.15

Note:

- This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
- It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

The procedure and instructions for e-voting as given in the Notice of the 29th Annual General Meeting are again reproduced hereunder for easy reference:

I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):

- a. Open email and open the PDF file viz, "Bhartiya e-voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
- c. Click on Shareholder - Login.
- d. Put user ID and password as initial password noted in step (a) above. Click Login.
- e. Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home Page of remote e-Voting opens. Click on remote e-Voting: Active E-Voting Cycles.
- g. Select "EVEN" of **Bhartiya International Limited**.
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at info.rsmco@gmail.com with a copy marked to evoting@nsdl.co.in

II. In case of Members receiving Physical copy of Notice of 29th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy)

- a. Initial password is provided in the box overleaf.
- b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e- voting user manual for Members available at the download section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2016.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2016, will be provided the notice through mail or by post after the cut-off date. Such members may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited.

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"- option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.

- F. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting.
- H. Mr. Ravi Sharma, Practicing Company Secretary, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of "Ballot Paper" for all those members who are present at the Annual General Meeting but have not casted their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes casted through the remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.bhartiyafashion.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the NSE & BSE Limited, Mumbai.