

Transcript of the Proceedings of
**37TH ANNUAL GENERAL MEETING OF
BHARTIYA INTERNATIONAL LIMITED**

HELD ON

FRIDAY, 27TH DAY OF SEPTEMBER, 2024 AT 11:00
A.M.

THROUGH

VIDEO CONFERENCING (“VC”)/ OTHER AUDIO
VISUAL MEANS (“OAVM”)

TRANSCRIPT OF THE 37TH ANNUAL GENERAL MEETING (“AGM”) OF BHARTIYA INTERNATIONAL LIMITED HELD AT 11.00 A.M. IST ON FRIDAY, 27TH SEPTEMBER, 2024 THROUGH VIDEO CONFERENCING

YOGESH KUMAR GAUTAM

Dear Shareholders, A very Good Morning to all of you. Hope you all are keeping safe and are in good health. I am Yogesh Kumar Gautam, Company Secretary of your Company, joining this 37th Annual General Meeting of the Company from Corporate Office in Gurugram. I am pleased to welcome you all to the 37th Annual General Meeting of the Company being held through Video Conferencing (VC).

At this moment, there are 78 participants and counting number of participants on this VC. The requisite quorum is present. I declare this meeting open.

I would like to take you through certain points for the ease of participation in this meeting:

- All members who have joined the meeting are by default placed on mute mode by the host, to avoid any background noise/disturbance and to ensure smooth & seamless conduct of the meeting.
- Once the question and answer session starts, the name of those shareholders, who have registered themselves as the speaker shareholder, will be announced one by one. The speaker shareholder will, thereafter, be unmuted by the host and they are requested to click on the video button.
- If there is connectivity issue at the speaker shareholders’ end, we would ask the next speaker shareholder to join. Once the connectivity improves, the speaker shareholder will be called again to speak. We request the shareholders to limit their speech for 3 to 4 minutes.

Before I proceed further, I would like to introduce to you, the other panelists on the VC. I would request each member to acknowledge when I introduce them.

Mr. Manoj Khattar, Whole-time Director of the Company attending this meeting from Corporate office Gurugram.

MR. MANOJ KHATTAR: Good Morning shareholders, welcome you to the AGM.

YOGESH KUMAR GAUTAM

Mr. Vivek Kapur, Independent Director of your Company and Chairman of Audit Committee; Nomination & Remuneration Committee and Stakeholders’ Relationship Committee, attending this meeting from Amritsar.

MR. VIVEK KAPUR: Good Morning.

YOGESH KUMAR GAUTAM

Mr. Raj Chawla, Chief Financial Officer of your Company attending this meeting from Corporate office Gurugram.

MR. RAJ CHAWLA: Good Morning.

YOGESH KUMAR GAUTAM

Mr. Sushil Poddar, Partner, Sushil Poddar & Co., Statutory Auditor of the Company.

MR. SUSHIL PODDAR: Good Morning, I am joining this meeting from my office in Delhi.

YOGESH KUMAR GAUTAM

Mr. Ravi Sharma, Partner, RSM & Co., Scrutinizer of this meeting and Secretarial Auditor of your Company.

MR. RAVI SHARMA: Yes, Good Morning everyone.

YOGESH KUMAR GAUTAM

Since Chairman of the Company is not present, with the permission of the Shareholders present, I request Mr. Manoj Khattar, Whole-time Director, to chair the meeting and conduct the proceedings of this meeting.

MR. MANOJ KHATTAR

Thank you, Yogesh, Good Morning to all the shareholders.

On behalf of the Board of Directors of Bhartiya International Limited, I extend a warm welcome to each one of you present at the 37th Annual General Meeting of the Company.

I hope each one of you is safe, healthy. Technology has provided extraordinary solutions to us and, we are able to meet you once again through this new format of meetings.

The Company has made all efforts feasible under the current circumstances to enable the members to participate at the meeting through the video conferencing facility and vote electronically.

The capacity of this VC is 1,000 participants and members will be allowed to join on first come serve basis.

Now, we can begin the proceedings of the meeting and I will advise Mr. Gautam to take up the proceeding of this meeting as per the Agenda of this meeting.

YOGESH KUMAR GAUTAM

Thank You Sir,

Dear Shareholders, I trust that you have received the Annual Report and the Notice of the AGM containing the Resolutions to be voted on.

The statutory registers as required to be kept open at the meeting and all the other documents referred to in the notice can be inspected in electronic mode by any member.

The Auditors Report dated 29th May, 2024 given by M/s. Sushil Poddar & Co., Chartered Accountants has no qualification, comment, observation, adverse remark or disclaimer on the Financial Statements of the Company for F.Y. ended 2023-24. Further, The Secretarial Audit Report dated 9th August, 2024 given by M/s. RSM & Co, Company Secretaries, does not contain any qualification, observation, comment, adverse remark.

We will now briefly talk about the resolutions proposed to be passed at this meeting.

We have six resolutions for approval in this Annual General Meeting as mentioned in the Notice of AGM dated 9th August, 2024:

First agenda item is to receive, consider and adopt the Audited Financial Statements (Consolidated and Standalone) of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon.

Second resolution is to appoint a Director in place of Mr. Robert Burton Moore Jr., who retires by rotation and being eligible, offers himself for re-appointment.

Third agenda item is to ratify and approve the limit of remuneration payable to related party's appointment to any office or place of profit.

Fourth agenda item is to approve the limit of remuneration payable to Mr. Robert Burton Moore over and above other Non-Executive Directors.

Fifth agenda item is to approve the Continuation of Mr. Robert Burton Moore JR. (din: 08108097) as a Non-Executive Director beyond the age of 75 years.

Sixth agenda item is to Approve the Re-Appointment of Ms. Sannovanda Machaiah Swathi (DIN: 06952954) as Non-Executive Independent Director for second term.

As part of AGM Notice, the shareholders who have queries or seeking clarifications on these proposals or on the Annual Report were requested to send their queries on e-mail on or before 5:00 p.m. on, Wednesday, 25th September, 2024.

We have received few queries/suggestions, which will be answered collectively post speaker shareholders' session.

The members who wish to speak at the meeting were requested to register themselves as a speaker by sending an e-mail to the Company. We received a good response from shareholders to speak at this meeting. Due to the VC format of the meeting and in the interest of time, we will be able to listen to 10 shareholders. Each shareholder will have a maximum of 3-4 minutes to express his/ her views.

I would like to highlight to the speakers that when I take your name, your mike will be unmuted by the moderator of this meeting. You will also have to unmute mike from your end and start your views/opinions and comments. Answers to questions/queries will be given collectively by Whole- time Director and CFO collectively, depending on nature of questions being asked.

The first speaker shareholder is Mr. Raju Verma.

YOGESH KUMAR GAUTAM

Mr. Raju are you there?

MR. MANOJ KHATTAR

Mr. Raju Verma?

Mr. Shripal Singh Mohnot: Hello Sir, greetings, can you hear me?

YOGESH KUMAR GAUTAM

I would ask moderator to check whether Mr. Raju Verma is there. Anyways we will take him later on, we will move to next speaker shareholder Mr. Ayush Gupta.

MR. MANOJ KHATTAR

Mr. Ayush Gupta? Please unmute yourself.

Mr. Ayush Gupta: I Ayush Gupta welcome you and all other Board Members. Sir I am the shareholder of the Company from very long time, I used to attend all the physical AGM as well as through VC. Sir you given a chairman speech, you told the present and future strategies of the Company, we believe in your leadership; we always stand with you in all decision that would be taken by the company in your leadership currently and in future. Sir I want to know few things about Company's investment in Bangalore Bhartiya City, how we are going to get benefits from there. one more thing I want to know that is there any guidelines, if one person is appointed as a CEO in a company then he can be a Board member in any other Company. We get a chance to meet you once in a year, for any other information we go to the company secretary and his team members and we are being provided the requisite assistance from time to time, for this also I would like to thank them a lot. Sir, we have got a good portal (VC) through which shareholders of PAN India are able to connect with you. Sir, we have been shareholders of the company before and will remain shareholders in the future too, I wish for the bright future of the company, thank you.

MR. MANOJ KHATTAR

Thank you, Mr. Ayush Gupta, as far as question concerned about our company's investment in Bhartiya City, Company has around 37% investment in Bhartiya City and Bhartiya City is a large project which is doing more than 150 acres development projects and these are long term projects and creating lot of assets like hotels, mall, hospitals, and we are selling residential, and responses are very good, these are long term projects and company will definitely have a advantages in long time period and as these projects have a huge valuations, so can see the results in coming years from Bhartiya City and thereby benefitting for our Company as weell. Thank you Ayush Ji.

YOGESH KUMAR GAUTAM

Moving to the next speaker shareholder Mr. Shripal Singh Mohnot.

MR. MANOJ KHATTAR

Mr. Shripal Singh.

YOGESH KUMAR GAUTAM

Mr. Shripal, please speak.

Mr. Shripal are you there.

Moderate is Mr. Shripal, there, please tell us.

YOGESH KUMAR GAUTAM

Moving to the next speaker shareholder Ms. Kritika Jain

Moderator Mr. Serbesh

Ms. Kritika Jain: hello, hello

MR. MANOJ KHATTAR

Yes madam, please speak we are listening, please.

YOGESH KUMAR GAUTAM

Kritika Ji, please unmute yourself.

Ms. Kritika Jain: can you hear me?

MR. MANOJ KHATTAR

Yes madam, we can hear you, please go ahead.

Ms. Kritika Jain: Yes, Good morning, everyone, I am Kritika Jain, a shareholder of the Company. Esteemed Chairman Sir, Board of Directors and Secretarial Department, I extend very warm gratitude to all to letting me speak in the AGM. My first question is that, government of India consistently doing development in all the fields, which led to the growth of most of the Companies, I want to know the what is the impact of growth in the Bhartiya International. My next question is that the global world seeing some challenges, some countries like China and America suffering from recession and there is a war like situation in Russia and Ukraine as well as civil war in Bangladesh, so what is the overall impact of these war in the Company and my next question is what is the current financial position of the Company. The Company not giving dividend from last three to four years, so can we expect for some bonus or split of shares. that's it sir, thank you so much.

MR. MANOJ KHATTAR

Good morning Kritika Ji, So far your questions are concerned about the government impact on the company, see our company primarily is into export business, so government primarily promote the exports business, but the local situations does not affect the company, so far global impact on the company is concerned our company impacted during the Covid, but in last three to four years we started coming back, if you see the current first quarter results of the Company, the turnover has grown more than twenty-five percent, so we expect these impact neutralized in the coming year and our product being leather and being a fashion products we expect a good volume in the current year without much impact of the global world, so for your advice regarding dividend, bonus, split share concern is well taken and the company will consider it on appropriate time and the bonus and split share will consider when appropriate time will comes. So far financial position of the Company's concern, the financial position of the Company is very good, you can see in the balance sheet of the company which has already shared with the shareholders, thank you very much for these valuable comment.

YOGESH KUMAR GAUTAM

Thank you, Ms. Kritika.

Moving to the next speaker shareholder Mr. Deepak Joshi, is Mr. Deepak Joshi is there?

Deepak Ji, please speak, he is not available.

YOGESH KUMAR GAUTAM

Moving to the next speaker shareholder Ms. Urmila Jain

MR. MANOJ KHATTAR

Ms. Urmila Jain, please connect.

YOGESH KUMAR GAUTAM

Moderator, is Ms. Urmila Jain there? Ms. Urmila Jain is not available.

YOGESH KUMAR GAUTAM

Moving to the next speaker shareholder Mr. Anand Prakash Jindal.

Mr. Anand Prakash Jindal: I heard speech of Chairman Sir in EGM meeting also, wherein he told about the company's financials and positions. Also I want to ask whether the company's residential project will give some good news to the shareholders, Sir. I want to ask you a question, what difficulties and new possibilities are we seeing in the coming time and in your leadership and your vision, Sir. But I think that under your leadership, good times will come for the shareholders and considering under your guidance. Jai Hind Sir.

MR. MANOJ KHATTAR

Thank you, Mr. Anand Prakash, difficulties are the part of business, these are the manageable difficulties, unmanageable things like Covid were things of the past, definitely global environment has some issues like some shipments delay in going through red sea, but these difficulties are manageable and we hope we will continue to manage these issues in our regular course, thank you very much for your kind wishes.

YOGESH KUMAR GAUTAM

Thank you Mr. Anand Ji

Moving to the next speaker shareholder Ms. Charanjit Kaur Dang.
Ms. Charanjit Kaur

Ms. Charanjit Kaur: am I audible?

MR. MANOJ KHATTAR

Yes please speak.

Ms. Charanjit Kaur: Ok, good morning Chairman, Mr. Snehdeep Aggarwal, WTD Mr. Manoj Khattar and other Board of Directors, I am Charanjit from Delhi, before I leave my note I would like to thank secretarial team, who give me a platform to speak with you all today. Sir, on the very outset I would like to compliment to the very beautiful 170 pages annual report which is giving details of the working of our company. Thanks for all such facts and figures and graphic presentation to make figures understand. All credit goes to the relevant teams who worked on preparation of the Annual Report. Now despite economic challenges in the year under review, what has company achieved is not bad, today global business environment suffering the issues, Sir, given the current scenario I have three-four questions to ask, and my first question is do we have enough liquidity funds to keep our business functions smoothly and optimally. Sir, second question apart from our line of business operations like leather garments, accessories, real estate, is there any other line of business we think we can add which can be the key driver for us in the coming years. My third question is with regards the civil war going on in neighbor country Bangladesh incidentally happens to be one the top exporters garments globally. Now given the situation, export will

be impact in coming quarter years and so I feel clear opportunity for us for considering in the garment divisions, interestingly our government promoting make in India theme. Government has also announced PLI Production Linked Incentive so my question is how far we excited to expand our textile divisions. Coming to next question I have gone through our Annual Report and I found that among our subsidiaries except foreign ones are loss making specially the domestic one, so what is strategy for subsidiary facing losses, hope I will get the reply on my questions which I have raised, before to close I would like to thanks our secretarial team and moderator who help me to interact to me today, thank you.

MR. MANOJ KHATTAR

I will request to Mr. Raj to take up your questions, thanks Ms. Charanjit Ji for your wider understanding and going through our Annual Report.

Ms. Charanjit Kaur: thank you sir

MR. RAJ KUMAR CHAWLA

I will begin to answer the specific questions you have raised, so the liquidity position of the Company is very good, and don't see any challenges going forward having keeping in view the cash position of the company. You have asked whether we can diversify to another activities, we are already working towards diversifying into textile outerwear and leather bags divisions which has very growth potential. Bangladesh definitely is going to have good positive impact on the export from India, as far as we do not have plans to put any apparels factory to go into apparels business as our main strength is leather garments, outerwear and bags, so at a later stage maybe we can decide into apparels business also. PLI Scheme primarily is applicable on the apparels, our association for leather garments is also trying to PLI on leather garment business as well, so once this scheme will applicable on us we will get the advantage of it. Subsidiaries facing the losses actually they are not in cash losses, it is because of some past depreciation losses happening in the balance sheet otherwise all the subsidiaries are cash positive. Thank you for your specific questions.

MR. MANOJ KHATTAR

Just to add what Mr. Raj said that subsidiary contribute to the parent business also they play very good roll in the business of the parent, and they have to be seen in totality along with the parent company and as Mr. Raj says all subsidiaries are cash positive companies there is no problems there is no cash losses in the subsidiaries, thank you Charanjit Ji for your questions.

YOGESH KUMAR GAUTAM

Moving to the next speaker shareholder Ms. Sonia Singh

Sorry moderator what you say.

Moderator: Sonia is not available

YOGESH KUMAR GAUTAM

Moving to the next speaker shareholder Mr. Praveen Kumar

MR. MANOJ KHATTAR

Mr. Praveen Kumar

YOGESH KUMAR GAUTAM

Mr. Praveen Kumar

MR. MANOJ KHATTAR

Moderator, is Mr. Praveen Kumar is available?

Moderator: he is not available

YOGESH KUMAR GAUTAM

Moderator who all are present there, can you tell us the names please?

Mr. Raju is available?

Moderator, can you hear us?

YOGESH KUMAR GAUTAM

Who is available tell us name please?

MR. MANOJ KHATTAR

Speakers who had opt to speak, is there any one available who didn't speak yet, please check.

Moderator: Mr. Deepak, Ms. Indu Joshi,

MR. MANOJ KHATTAR

So lets go to the other agenda items.

YOGESH KUMAR GAUTAM

Moderator is there any shareholders available to speak?

Moderator: Mr. Raju Verma is available.

Mr. Raju Verma: Sir can you hear me? Namaskar Sir, I am Raju Verma the shareholder speaking from Delhi, a very warm welcome to Chairman and other board members at this 37th Annual General meeting and thanks to all who give me a chance to speak here in the 37th Annual General Meeting as well. Sir I want to tell whenever we mail any query to secretarial, they are very prompt in replying which shows that our company is an investor friendly company. I support all resolutions. Sir your speech is so transparent in which you told us the strategy of present and future and based on it Whatever proposal you bring will be in the interest of the company. Sir, our share price has touched 680, so I want to know whether this is due to market or will the group company bringing any IPO or private placement in future due to which the share price of the company is reaching heights. Sir the company has been giving regular dividend for many years, now it has stopped giving dividend, is the company not making any profit, sir please explain. What effect of AI tool will be on our company and what will be the strategy of our company to handle it. The company was incorporated in 1987 as Bhartiya Carpet Industries Private Limited and then in 1993 its name was changed to Bhartiya International. Sir the company became a public company in 1993 and

Snehdeep Aggarwal, who is its founder member and whose speech we used to listen to every year, is not seen in AGM now, so I want to know whether he is available in India or abroad. Sir, we see quarterly results every year but now the quarterly profit has reduced, are we trying to go into any other segment due to which this profit is decreasing, Sir please answer my question, Sir in future also do AGM through VC platform only, anyone can join the AGM through this platform from anywhere at any time. Sir, I wish you a happy future of the Company.

MR. MANOJ KHATTAR

Thank you Mr. Raju Verma for joining the meeting, your first question is regarding share price, Company does not involve itself in the share price or any other such things, share price totally determined by the market, whatever activities company is doing whatever happening all are informed to the shareholders/Stock Exchanges, so deciding force is market as far as pricing is concerned. So far as dividend is concerned, we have noted the view of all the shareholders' and we will definitely consider it on appropriate time. Your next question is regarding AI tools definitely company is taking of advantage of AI tool which help us in design development in a big way which help us to display our products better to the customers and help us in the business of the Company. Mr. Snehdeep Aggarwal is unable to attend because his previous engagements, we will request him to attend the AGM in future, your views are very well taken. So far profitability concerned as we explained it, definitely affected due to covid in last two years, but we are expecting it to improve in coming years as it is visible in the first quarter's results also. Thank you, Mr. Raju for raising these questions, hope you are feeling satisfy with our response, thank you.

YOGESH KUMAR GAUTAM

Moderator I ask you is out of these three anyone available please make him to speak?
Urmila Jain, Sonia Singh, Praveen Kumar?

Moderator: Urmila Jain not available to speak.

YOGESH KUMAR GAUTAM

I think no speaker shareholders left to speak, moderator please mute yourself.

YOGESH KUMAR GAUTAM

I think there is no other speaker shareholder left. Okay, moving forward.

Dear Shareholders, we have taken note of your valuable comments and suggestions from all of you and will consider them in future.

Further the Company had provided members the opportunity to cast their vote on the resolutions contained in the AGM Notice, by means of remote e-voting. The remote e-voting commenced on 24th September 2024 at 9.00 a.m. and closed on 26th September 2024 at 5.00 p.m.

Shareholders present at the AGM through webx facility and who have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility from 11:00 a.m. IST till 15 minutes after the conclusion of AGM. Shareholders who have voted through remote e-voting prior to the AGM will be eligible to attend/participate in the AGM through webx platform. However, they will not be eligible to vote again during the meeting.

M/s. RSM & Co., Practicing Company Secretary has been appointed as scrutinizer to scrutinize the remote e-voting and e-voting process during the meeting. The result of e- voting along with scrutinizer report will be declared on or before 1st October, 2024 and shall be submitted with the Stock Exchanges (NSE & BSE) and shall be displayed on the notice board of the Company at its Registered & Corporate Office and shall also be placed on the website of the Company and website of Registrar & Transfer Agent of the Company.

I declare that the meeting will stand concluded and closed when the e-voting process is completed.

Thanks to all of you present at this meeting for your cooperation for conducting this meeting in order. Thank you very much.

MR. MANOJ KHATTAR

Thank you, all the shareholders, we conclude the meeting, thank you.