

Date: 24<sup>th</sup> October, 2016

**BHARTIYA**  
FASHION

The Vice-President, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. – C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai – 400051 Fax – 022-26598237/38  <b>NSE Symbol : BIL/EQ</b>	The General Manager, Listing Department, BSE Limited, Floor -25, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai- 400001 Fax – 022-22722037/39/41/61  <b>Scrip Code: 526666</b>
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**SUB: MINUTES OF THE 29<sup>TH</sup> ANNUAL GENERAL MEETING**

Pursuant to Regulation 30 read with Schedule-III of SEBI (LODR) Regulations, 2015, please find enclosed the copy of minutes of the 29<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2016 at National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanitorium, Chennai – 600 047.

The above is for your information and records.

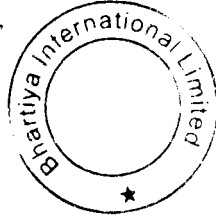
Thanking you,

Yours Sincerely,

**For Bhartiya International Limited**

*Shilpa Budhia*

**Shilpa Budhia**  
Company Secretary



**Encl a/a : Copy of Minutes of the 29<sup>th</sup> Annual General Meeting.**

# MINUTE BOOK

Shipra

## BHARTIYA INTERNATIONAL LIMITED

MINUTES OF THE 29<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF BHARTIYA INTERNATIONAL LIMITED HELD ON THURSDAY, 29<sup>TH</sup> SEPTEMBER, 2016 AT NATIONAL INSTITUTE OF SIDDHA, TRICHY-CHENNAI HIGHWAY, TAMBARAM SANITORIUM, CHENNAI - 600 047, TAMIL NADU.

COMMENCEMENT TIME: 2.00 P.M. AND CONCLUSION TIME: 3.00 P.M.

### Present

Mr. Ramesh Bhatia	Director
Mr. Sandeep Seth	Director and Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
Mr. C.L.Handa	Director
Mr. A Sahasranaman	Director

### Also Present

Mr. Ajay Malhotra	Executive Director - Corporate Strategy
Mr. Manoj Khattar	Chief Financial Officer
Ms. Shilpa Budhia	Company Secretary
Mr. Sushil Poddar	Statutory Auditor Partner (M/s. Sushil Poddar & Co., Chartered Accountants)
Mr. Ravi Sharma	Practising Company Secretary, Partner (M/s. RSM & Co., Company Secretaries) (Appointed as Scrutinizer for conducting Insta Poll Process)

### Shareholders Present

Shareholders (In Person)	24
Shareholders (By Proxy)	1 no. representing 60374 shares
Shareholders (Representative of Body Corporate)	7

### CHAIRMAN

Mr. Snehdeep Aggarwal, Chairman and Managing Director, had conveyed his inability to attend the meeting due to his pre-occupations.

Mr. Ramesh Bhatia was unanimously elected as the Chairman of the Meeting. He occupied the Chair and conducted the proceedings of the Meeting.

Mr. Nikhil Aggarwal, Ms. Jaspal Sethi, Mr. A K Gadhok, Mr. Shashank and Mrs. Annapurna Dixit had expressed their inability to attend the Meeting and had requested leave of absence for the same.

The Secretarial Auditor, Mr. K Ravichandran (CP No. 3207), Practising Company Secretary, had also conveyed his inability to attend the Meeting.

CHAIRMAN'S  
INITIALS



# MINUTE BOOK

Shipra

## QUORUM

As requisite quorum was present, the Chairman called the Meeting to order. The Chairman welcomed the Members.

The Chairman welcomed the members at the 29<sup>th</sup> Annual General Meeting and introduced the dignitaries seated on the dias.

While welcoming the members, Chairman explained the activities of the Company and assured the shareholders of continuous growth.

He further informed the members that the proxies, statutory registers, annual accounts of the Company and its Subsidiary Companies together with Auditor's Report, Secretarial Audit Report, Statutory Auditor Certificate stating compliance with the ESOP Guidelines and records as required under the law were available at the commencement of the meeting and the same remained open and accessible during the continuance of the meeting to any member having right to attend the meeting.

It was further informed that in compliance with the applicable provisions of Section 108 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014, as amended, the Secretarial Standards on General Meeting and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company had provided its members the facility to cast their votes electronically through remote e-voting on all resolutions set forth in the Notice convening the 29<sup>th</sup> Annual General Meeting in proportion to their shareholding as on the cut-off date i.e., 22<sup>nd</sup> September, 2016. The said e-voting facility was available from 26<sup>th</sup> September, 2016 to 28<sup>th</sup> September, 2016. Providing electronic remote e-voting facility to Members was a welcome step and was clearly directed towards providing greater opportunity to the Members to vote.

Mr. Ravi Sharma (CP No. 3666), Practicing Company Secretary, had been appointed by the company as Scrutinizer for the remote e-voting process. He was also appointed as Scrutinizer to scrutinize the insta poll process.

Thereafter at the direction of the Chairman and with the permission of the members present, Notice, Director's Report together with the Audited Accounts having been previously circulated to the members were taken as read.

Ms. Shilpa Budhia, Company Secretary, informed that "As per the provisions of Section 145 of the Companies Act, 2013, there is no need to read the Auditors' Report at the AGM unless any qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company is mentioned in the Auditors' Report". Since there were no qualifications, observations or comments on financial transactions or matters in the Auditors' Report, the same was taken as read.

Thereafter with the general consent of the shareholders the agenda items as per the Notice dated 11<sup>th</sup> August, 2016 was taken up for consideration. All the queries raised by the shareholders were answered to the satisfaction of shareholders by the management.

CHAIRMAN'S  
INITIALS



# MINUTE BOOK

Shipra

The Chairman informed that voting on resolutions to be passed at the meeting having been carried out electronically, pursuant to provisions of section 107 of the Companies Act, 2013, the resolutions were not required to be put to vote on show of hands and requested all members to cast their vote through poll on all the agenda items of the Notice as listed below:

**1. ADOPTION OF FINANCIAL STATEMENTS AND REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2016 (Ordinary Resolution)**

Proposed by: Rakesh Whig  
Seconded by: Maninder Singh Chawla

**"RESOLVED THAT** the audited Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit & Loss, the cash flow statement for the year ended on the date together with Report of Auditors' and Directors' thereon be and are hereby approved and adopted."

**2. DECLARATION OF DIVIDEND ON EQUITY SHARES (Ordinary Resolution)**

Proposed by: Vinod Sandal  
Seconded by: Archana Menon

**"RESOLVED THAT** the dividend @12% i.e. Rs. 1.20/- per equity share as recommended by the Board of Directors on 1,17,13,848 Equity Shares ( One Crore Seventeen Lakh Thirteen Thousand Eight Hundred and Forty Eight Only) of Rs. 10/- each fully paid-up amounting to Rs. 1,40,56,617.60/- (Rupees One Crore Forty Lakhs Fifty Six Thousand Six Hundred And Seventeen And Sixty Paise Only) be and is hereby declared for payment to the shareholders, whose names appear in the Register of Members of the Company as on 22<sup>nd</sup> September 2016."

**3. RE-APPOINTMENT OF MR. NIKHIL AGGARWAL (DIN: 01891082), AS DIRECTOR (Ordinary Resolution)**

Proposed by: Subha Jeyachandran  
Seconded by: B Srinivas

**"RESOLVED THAT** Mr. Nikhil Aggarwal (DIN: 01891082), Director of the Company retiring by rotation and being eligible, be and is hereby re-appointed as Director of the Company."

**4. RATIFICATION OF APPOINTMENT OF M/S. SUSHIL PODDAR & CO., CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY (Ordinary Resolution)**

Proposed by: Rema Kumar Seethalakshmi  
Seconded by: Shripal Singh Mohnot

**"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

CHAIRMAN'S  
INITIALS



# MINUTE BOOK

Shipra

& Co., Chartered Accountants (Registration No. 014969N), approved in the 27<sup>th</sup> Annual General Meeting until 30<sup>th</sup> Annual General Meeting is hereby ratified in this Annual General Meeting till conclusion of the next Annual General Meeting, with remuneration as may be decided by the Board of Directors.”

The Scrutinizer showed before the shareholders the emptied Ballot box and then sealed the box and placed before the shareholders to cast their votes. The Chairman requested the shareholders to put their ballot papers inside the ballot box kept there.

The Ballot box was sealed by the Scrutinizer after all the shareholders had casted their votes. The Scrutinizer took the custody of the Ballot Box (with votes casted) for counting and for ascertaining the results of the votes casted. Thereafter the Meeting was concluded by the Chairman. The Chairman extended vote of thanks to the shareholders and then declared the Meeting as closed and the shareholders disbursed from the venue.

It was informed that the results of voting on each resolution were determined by adding the votes of the poll in favour or against a resolution with the electronic votes in favour or against the same resolution. Upon receipt of the Scrutinizer's Report on the Poll to be conducted, the results of the voting were declared on 3<sup>rd</sup> October, 2016.

The results declared along with the Scrutinizer's Report were placed on the Company's website and on the website of NSDL and the same was also communicated to BSE and NSE.

Date: 10-10-2016

Place: Gurgaon

*Ramesh Bhatia*  
CHAIRMAN

CHAIRMAN'S  
INITIALS

# MINUTE BOOK

Shipra

Pursuant to applicable provisions of the New Companies Act 2013 and rules thereunder along with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of voting as reported by the Scrutinizers in their Report is provided below:

**Item No. 1- Ordinary Resolution**

**FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENT OF THE COMPANY AS AT 31ST MARCH, 2016 AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	6	2273	9	5253533	15	5255806	100
Voted against the resolution	0	0	1	100	1	100	0.00
Total	6	2273	10	5253633	16	5255906	100
Invalid Votes	NIL		NIL		NIL		

**Item No. 2 - Ordinary Resolution**

**FOR DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2015-16**

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	6	2273	9	5253533	15	5255806	100
Voted against the resolution	0	0	1	100	1	100	0.00
Total	6	2273	10	5253633	16	5255906	100
Invalid Votes	NIL		NIL		NIL		

CHAIRMAN'S INITIALS



# MINUTE BOOK

### **Item No. 3 - Ordinary Resolution**

**FOR APPOINTMENT A DIRECTOR IN PLACE OF MR. NIKHIL AGGARWAL (DIN: 01891082) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT.**

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	6	2273	9	5253533	15	5255806	100
Voted against the resolution	0	0	1	100	1	100	0.00
<b>Total</b>	<b>6</b>	<b>2273</b>	<b>10</b>	<b>5253633</b>	<b>16</b>	<b>5255906</b>	<b>100</b>
Invalid Votes	NIL		NIL		NIL		

### **Item No. 4 - Ordinary Resolution**

**FOR RATIFICATION OF APPOINTMENT OF M/S. SUSHIL PODDAR & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER: 014969N), AS AUDITORS.**

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	6	2273	9	5253533	15	5255806	100
Voted against the resolution	0	0	1	100	1	100	0.00
<b>Total</b>	<b>6</b>	<b>2273</b>	<b>10</b>	<b>5253633</b>	<b>16</b>	<b>5255906</b>	<b>100</b>
Invalid Votes	NIL		NIL		NIL		

*[Handwritten Signature]*

CHAIRMAN'S  
INITIALS