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 39th Annual General Meeting ("AGM") of the Members of Bhartiya International Limited will be held on Monday, 28th September, 2026 at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), facility to transact the following businesses:

ORDINARY BUSINESSES:

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, 2026, 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, 2026, together with the Report of the Auditors thereon.

ITEM NO. 2 APPOINTMENT OF DIRECTOR

To appoint a director in place of Mr. Snehdeep Aggarwal (DIN: 00928080), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

ITEM NO. 3 TO 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 professional fees exceeding Rs.2,50,000/- per month with effect from 1st July, 2026 till 31st March, 2027 to Mr. Robert Burton Moore Jr., (DIN 08108097), Director of the Company, who has been appointed as Consultant for Sales advisory and Marketing of the Company's business.

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. 4 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, ("SEBI LODR") 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 for Financial Year 2026-27, 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 are hereby severally 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."

ITEM NO. 5 TO APPROVE THE CONTINUATION OF DIRECTORSHIP OF MR. DEEPAK BHOJWANI (DIN:07351577) UPON ATTAINING THE AGE OF 75 YEARS

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 read with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, recommendation and approval of the Nomination and Remuneration Committee and Board of Directors, consent of Members of the Company be and is hereby accorded, for the continuation of directorship of Mr. Deepak Bhojwani (DIN: 07351577) as a Non-Executive Independent Director of the Company on existing terms and conditions of his appointment, beyond the age of 75 years which is completing on 26th January, 2027.

RESOLVED FURTHER THAT the Board of Directors ('the Board'), which term shall be deemed to mean and include any Committee constituted by the Board be and is hereby authorised to take such steps as may be necessary, proper and expedient to give effect to this Resolution."

ITEM NO. 6- TO APPROVE THE RE-APPOINTMENT OF MR. DEEPAK BHOJWANI (DIN:07351577) AS NON-EXECUTIVE INDEPENDENT DIRECTOR FOR SECOND TERM.

To consider and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, and upon recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Deepak Bhojwani (DIN:07351577) who was appointed as an Independent Director of the Company to hold office up to 10th August, 2027, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years, with effect from 11th August, 2027.

RESOLVED FURTHER THAT the Board of Directors ('the Board'), which term shall be deemed to mean and include any Committee constituted by the Board be and is hereby authorised to take such steps as may be necessary, proper and expedient to give effect to this Resolution."

ITEM NO. 7- TO APPROVE THE RE-APPOINTMENT OF MR. NAVKIRAN SINGH GHEI (DIN: 09649188) AS NON-EXECUTIVE INDEPENDENT DIRECTOR FOR SECOND TERM.

To consider and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, and upon recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Navkiran Singh Ghei (DIN: 09649188) who was appointed as an Independent Director of the Company to hold office up to 10th August, 2027, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years, with effect from 11th August, 2027.

RESOLVED FURTHER THAT the Board of Directors ('the Board'), which term shall be deemed to mean and include any Committee constituted by the Board be and is hereby authorised to take such steps as may be necessary, proper and expedient to give effect to this Resolution."

ITEM NO. 8- TO APPROVE THE RE-APPOINTMENT OF MR. VIVEK KAPUR (DIN: 09678378) AS NON-EXECUTIVE INDEPENDENT DIRECTOR FOR SECOND TERM.

To consider and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Vivek Kapur (DIN: 09678378) who was appointed as an Independent Director of the Company to hold office up to 10th August, 2027, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years, with effect from 11th August, 2027.

RESOLVED FURTHER THAT the Board of Directors ('the Board'), which term shall be deemed to mean and include any Committee constituted by the Board be and is hereby authorised to take such steps as may be necessary, proper and expedient to give effect to this Resolution."

ITEM NO. 9 - TO APPROVE THE BORROWING LIMITS IN TERMS OF SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:-

"RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company at the Annual General Meeting held on **8th September, 2014**, and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force), and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) to enhance the existing borrowing limits of the Company from **Rs. 700 Crores (Rupees Seven Hundred Crores only)** to **Rs. 1,200 Crores (Rupees One Thousand Two Hundred Crores only)**.

RESOLVED FURTHER THAT the Board be and is hereby authorised to borrow, from time to time, for and on behalf of the Company, any sum or sums of money, in one or more tranches, in such manner and upon such terms and conditions as it may deem appropriate, from banks, financial institutions, bodies corporate, government authorities, overseas lenders, foreign financial institutions or any other person(s), by way of loans, cash credit facilities, overdrafts, working capital facilities, term loans, external commercial borrowings, commercial papers, debentures, bonds or any other debt instruments or financial assistance, whether in Indian Rupees or in any foreign currency, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount of such borrowings outstanding at any point of time shall not exceed **Rs. 1,200 Crores (Rupees One Thousand Two Hundred Crores only).**

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the terms and conditions of such borrowings, to execute and deliver all agreements, deeds, documents, writings and other instruments, and to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient for the purpose of giving effect to this Resolution, including delegation of all or any of the powers conferred herein to any Committee of the Board or any Director(s) or Key Managerial Personnel or Officer(s) of the Company, as the Board may deem fit."

ITEM NO. 10 - AUTHORIZATION TO THE BOARD OF DIRECTORS UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:-

"RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company at the Annual General Meeting held on **8th September, 2014** and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder (including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which expression shall be deemed to include any Committee thereof) to create such mortgages, charges, hypothecations, pledges and/or other encumbrances, in addition to the existing mortgages, charges, hypothecations and encumbrances, in such form and manner and with such ranking and on such terms and conditions as the Board may deem fit, on all or any part of the movable and/or immovable properties of the Company, both present and future, and/or the whole or substantially the whole of the undertaking(s) of the Company, together with the power to take over the management of the business and concern of the Company in certain events, in favour of banks, financial institutions, non-banking financial companies, mutual funds, insurance companies, trustees for debenture holders, security trustees, lenders, investors or any other person(s), for securing the repayment of any loan(s), borrowing(s), credit facility(ies), debentures or other financial assistance availed or to be availed by the Company, together with interest thereon, additional interest, liquidated damages, commitment charges, costs, charges, expenses and all other monies payable by the Company in respect thereof, provided that the aggregate amount of such borrowings secured by such mortgages, charges, hypothecations and/or other encumbrances shall not, at any time, exceed **Rs. 1,200 Crores (Rupees One Thousand Two Hundred Crores only).**

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with the lenders the documents for creating the aforesaid mortgages, charges, hypothecations and/or other encumbrances and to execute all such agreements, deeds, writings and other instruments and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this Resolution, including delegation of all or any of the powers conferred herein to any Committee of the Board or any Director(s) or Key Managerial Personnel or Officer(s) of the Company, as the Board may deem fit."

By Order of the Board
For Bhartiya International Limited

Yogesh Kumar Gautam
Company Secretary
(Mem. No. A31119)

Place: Gurugram
Date: 13th August, 2026

Notes:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020, and the subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated 22nd September, 2025 (collectively referred to as "MCA Circulars"), has permitted the companies to hold the AGM through Video Conferencing or through other Audio Visual Means ("VC/OAVM") without the physical presence of Members at a common venue. Therefore, in compliance with the applicable provisions of the Act and in terms of the MCA Circulars, the 39th AGM is held through VC/OAVM. The deemed venue of the AGM will be the Registered Office of the Company.

2. 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 10 above and the relevant details of the Directors as mentioned under Item No(s). 2, 3, 6, 7 and 8 above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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.

3. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM held through VC/OAVM. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available. However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate and vote thereat.

   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 at shares@bhartiya.com.

4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Members are requested to notify immediately any change in their address, bank mandate, e-mail address, nomination, PAN, specimen signature, mobile number or other KYC details:

   - in respect of shares held in electronic form, to their respective Depository Participants; and
   - in respect of shares held in physical form, to the Company's Registrar and Share Transfer Agent.

6. SEBI has mandated furnishing of PAN, KYC details, nomination and bank account details by holders of physical securities. Members holding shares in physical form are requested to update the same with the Registrar and Share Transfer Agent. As per SEBI circular dated 30/01/2026 a Special window for Physical transfer of shares has been opened. Physical transfer of shares shall be processed only where valid share certificate is/are available and transfer form executed on or before 01/04/2019 with lock-in period of one year. Shares can be lodged for transfer upto 04/02/2027.

7. The Notice of the AGM and the Annual Report for FY 2025-26 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, in accordance with the applicable MCA and SEBI Circulars.

   Members may note that the Notice and Annual Report 2025-26 is also available on the Company's website at www.bhartiya.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com. Company's web-link on the above will also be provided in newspaper advertisement being published in Mint (English edition) and Makkal Kural -Tamil (Chennai edition). Further a letter with exact path of weblink of annual report will be sent to those shareholders whose e-mail id not registered with RTA/Depositories.

   Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be available electronically for inspection by the Members during business hours up to the date of the AGM. Members seeking inspection may send an e-mail to the Company at shares@bhartiya.com.

8. **Voting through electronic means:**

   Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard-2, the Company is providing remote e-voting facility to its Members in respect of the businesses to be transacted at the AGM. The Company has engaged National Securities Depository Limited (NSDL) to provide the remote e-voting facility.

9. Members who have cast their vote through remote e-voting may attend the AGM through VC/OAVM but shall not be entitled to vote again during the AGM.

10. Members who have not cast their votes through remote e-voting and are attending the AGM through VC/OAVM shall be eligible to vote during the AGM through the e-voting system provided by NSDL.

11. The Board of Directors has appointed Mr. Ravi Sharma, Partner, M/s. RSM & Co., Practicing Company Secretaries (Membership No. 4468, COP: 3666), as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.

12. The results of voting shall be declared within the prescribed time after the conclusion of the AGM and shall be placed on the website of the Company, NSDL and be communicated to BSE Limited and National Stock Exchange of India Limited.

13. Since the AGM is being held through VC/OAVM, the route map of the venue is not annexed to this Notice.

14. 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.

15. 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.

16. Members who need assistance before and during the AGM, can contact Mr. Amit Vishal, Assistant Vice President, NSDL, or Ms. Pallavi Mhatre, Senior Manager, NSDL, at evoting@nsdl.co.in or call on toll free nos.: (022) 4886 7000 or (022) 2499 7000.

Procedure to raise questions/seek clarifications with respect to Annual Report at the ensuing 39th AGM:

17. Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at shares@bhartiya.com. Questions/ queries received by the Company till 5.00 p.m. on Thursday, 24th September, 2026, shall only be considered and responded during the AGM.

18. 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 (140943) of Bhartiya International Limited. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

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

20. 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 Friday, 25th September, 2026 at 9:00 a.m. and will end on Sunday, 27th September, 2026 at 5:00 p.m. During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, 21st September, 2026 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 25th September, 2026 to 27th September, 2026 or e-Voting during the AGM. Members who have voted on some of the resolutions during the said remote e-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

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 09, 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 the depositories and DPs. Members are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/ SecureWeb/evoting/ evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. 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. 2. Existing IDeAS user can visit thee-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access toe-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name ore-Voting service provideri.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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name ore-Voting service provider i.e. NSDL and you will be redirected toe-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. 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	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking thee-voting option, the user will be able to see e-Voting page of thee-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit thee-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

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 ore-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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click one-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 For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 140943 then user ID is 140943001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered fore-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"(If** you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 thee-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 the General Meeting on NSDL e-Voting system.

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

1. After successful login at Step **1,** you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready fore-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.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ravi@csrsm.com/suman@csrsm.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, **HUF,** NRI etc.) can also upload their Board Resolution/ Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the " Forgot User Details/Password?" or " Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Pallavi Mahatre) at evoting@nsdl.com.

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

1. In case shares are held in physical form, please refer Note no. of the notes of the notice.
2. In case shares are held in demat mode, please refer to e-voting instructions.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 one-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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General 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 of Company will be displayed. Please note that the members who do not have the User ID and Password fore-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at shares@bhartiya.com. The same will be replied by the company suitably.

General Instructions:

i. 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 AGM.

ii. M/s RSM & Co, Practicing Company Secretaries, 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.

iii. 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, for all those members who are present VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.

iv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Managing Director or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

v. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.bhartiya.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 stock exchanges.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS ITEM NOS. 3 TO 10.

ITEM NOS. 3 & 4

The Company proposes to engage Mr. Robert Burton Moore Jr. (DIN: 08108097), Director, as Consultant for Sales Advisory and Marketing against consultancy/professional fees of up to **USD 135,000** for the period from **1st July 2026 to 31st March 2027**, representing approximately **0.095% of the Company's annual consolidated turnover**. His expertise and experience in the marketing and leather/apparel industry are expected to benefit the Company's business.

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 15(1)(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 Mr. Moore, the Board has sanctioned his consultancy fees exceeding Rs. 2,50,000/- per month as 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 financial year, if the remuneration payable to a single Non-Executive Director in that Financial 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 USD 135,000 (equivalent INRs.) towards Consultancy fees for Marketing of the Company's business, to Mr. Robert Burton Moore Jr. for the financial year 2026-27.

Mr. Robert Burton Moore Jr. is interested in the resolutions set out at Item Nos. 3 & 4 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. 3 & 4 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., is interested in the aforesaid resolution.

Upon recommendation of Audit Committee the Board accordingly recommends the ordinary and special resolution set forth in Item Nos. 3 & 4 respectively 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.

ITEM NO. 5

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint or continue the directorship of a Non-Executive Director who has attained the age of seventy-five years unless a Special Resolution is passed by the Members.

Mr. Deepak Bhojwani (DIN: 07351577), Independent Director of the Company, will attain the age of 75 years on 26th January, 2027.

Mr. Bhojwani possesses rich experience in business management and corporate governance and has been providing valuable guidance and strategic direction to the Board. The Board believes that his continued association will be beneficial to the Company.

The Nomination and Remuneration Committee and the Board have evaluated his performance and recommended continuation of his directorship beyond the age of 75 years on the existing terms and conditions of appointment.

Except Mr. Deepak Bhojwani and his relatives, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Special Resolution set out at Item No. 5 for approval of the Members.

ITEM NO. 6,7 & 8

Mr. Deepak Bhojwani (DIN: 07351577), Mr. Navkiran Singh Ghei (DIN: 09649188) and Mr. Vivek Kapur (DIN: 09678378) were appointed as Independent Directors of the Company pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (Act) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). Their term of five consecutive years was commenced w.e.f. 11th August, 2022 and will be due to expire on 10th August, 2027.

The Nomination and Remuneration Committee (NRC) evaluated their skills, knowledge and experience on the Board and found that Mr. Deepak Bhojwani, Mr. Navkiran Singh Ghei and Mr. Vivek Kapur possess relevant expertise and capabilities required of an Independent Director.

Based on the recommendation of NRC, the Board of Directors of the Company at its meeting held on 13th August, 2026, has approved the re-appointment of Mr. Deepak Bhojwani, Mr. Navkiran Singh Ghei and Mr. Vivek Kapur for a second term of five (5) consecutive years, with effect from 11th August, 2027, not being liable to retire by rotation, as provided in the Resolution.

The Company has received declarations from them confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and SEBI LODR. Mr. Deepak Bhojwani, Mr. Navkiran Singh Ghei and Mr. Vivek Kapur are not restrained from acting as a Director by virtue of any order passed by SEBI or any such authority and are not disqualified from being appointed as Director in terms of Section 164 of the Act. They have given their consent to act as an Independent Director.

The requisite details of Mr. Deepak Bhojwani, Mr. Navkiran Singh Ghei and Mr. Vivek Kapur pursuant to SEBI LODR and Secretarial Standard-2 are provided in Annexure to this Notice.

In the opinion of the Board, Mr. Deepak Bhojwani, Mr. Navkiran Singh Ghei and Mr. Vivek Kapur are person of integrity, possess relevant expertise and fulfills the conditions specified in the Act, rules made thereunder and SEBI LODR and are independent of the management.

The performance evaluation of Mr. Deepak Bhojwani, Mr. Navkiran Singh Ghei and Mr. Vivek Kapur as Independent Directors, was carried out by the Board in accordance with the applicable provisions of the Companies Act, 2013 and SEBI LODR Regulations. The evaluation covered, inter alia, their participation, contribution, independence of judgement and overall effectiveness. Based on the outcome of the evaluation, the Board is of the view that their performance has been satisfactory, and their continued association would be beneficial to the Company.

It is proposed that Mr. Deepak Bhojwani, Mr. Navkiran Singh Ghei and Mr. Vivek Kapur be and are re-appointed as an Independent Directors of the Company for another term of five consecutive years i.e. from 11th August, 2027, not liable to retire by rotation. A copy of the draft letter of re-appointment of Mr. Deepak Bhojwani, Mr. Navkiran Singh Ghei and Mr. Vivek Kapur setting out the terms and conditions of re-appointment is available for inspection at the Registered Office/Corporate Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 a.m. to 1:00 p.m. upto the date of AGM and will also be available for inspection during the AGM. A brief profile of Mr. Deepak Bhojwani, Mr. Navkiran Singh Ghei and Mr. Vivek Kapur is also available on the website of the Company i.e. www.bhartiya.com.

The Board considers their rich experience and knowledge to be of immense value to the Company and therefore recommends their re-appointment to the Members to be passed by way of special resolution. Except Mr. Deepak Bhojwani, Mr. Navkiran Singh Ghei, Mr. Vivek Kapur and their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested, in the special resolution as set out at Item No. 6,7 & 8.

ITEM NO. 9

The Members of the Company had at the Annual General Meeting held on 8th September, 2014, approved borrowing limits of the Company up to ₹ 700 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013.

Considering the Company's existing and future business expansion plans, increased working capital requirements, capital expenditure, refinancing of existing borrowings and other business requirements, the Board considers it appropriate to enhance the borrowing limit from ₹ 700 Crores to ₹ 1,200 Crores.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors requires approval of the Members by way of a Special Resolution where the total borrowings exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The proposed resolution enables the Company to avail additional financial assistance from banks, financial institutions and other lenders as may be required from time to time.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Special Resolution set out at Item No. 9 for approval of the Members.

ITEM NO. 10

To facilitate the enhanced borrowing powers proposed under Item No. 9, the Company may be required to create mortgages, charges, hypothecations, pledges and other encumbrances over its movable and immovable properties in favour of banks, financial institutions and other lenders.

Under Section 180(1)(a) of the Companies Act, 2013, the Board of Directors can create security on the whole or substantially the whole of the undertaking of the Company only with the approval of the Members by way of a Special Resolution.

Accordingly, approval of the Members is sought to authorize the Board to create such security interests on the Company's assets for securing borrowings up to an aggregate amount of ₹ 1,200 Crores.

The proposed resolution is enabling in nature and does not envisage any immediate creation of security. Such security shall be created only as and when required in connection with the borrowings of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Special Resolution set out at Item No. 10 for approval of the Members.

ANNEXURE – A

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

Name of Director	**Mr. Robert Burton Moore Jr.**	**Mr. Snehdeep Aggarwal**
Date of Birth/Age	18/09/1950 (76 Years)	10/11/1956 (70 Years)
DIN	08108097	00928080
Nationality	United States of America	Indian
Qualifications	BBA degree (Marketing and Accounts) from The University of Mississippi, Oxford, Mississippi, USA	M.A. Economics
Date of first appointment on the Board	16/04/2018	07/01/1987
Expertise/Experience in specific functional areas	Marketing expert studied at University of Mississippi; received Taylor Medal in 1988. Was named among the 20 Most Powerful Tanners in World in Leather International	Entrepreneur with more than 35 years experience in manufacturing, marketing & export of leather garments. He is one of the main promoters of Bhartiya International Limited
Skills and capabilities required	a) Expertise in marketing and brand development; b) Knowledge of the leather and apparel industry; c) International business and market experience; d) Understanding of customer and market dynamics.	e) Leadership and strategic decision-making; entrepreneurship; f) Expertise in manufacturing, marketing and exports; g) Knowledge of the leather and apparel industry; h) Business development and corporate management experience.
How the proposed person meets the requirements	Mr. Robert Burton Moore Jr. holds a BBA degree in Marketing and Accounts from the University of Mississippi, USA. He has extensive experience in marketing and the leather industry and has been associated with the Company as a Director since 2018. His international business exposure and industry knowledge, including recognition as one of the 20 Most Powerful Tanners in the World by Leather International Magazine in 2012, enable him to provide valuable strategic, marketing and industry insights to the Company.	Mr. Snehdeep Aggarwal holds a Master's degree in Economics and has more than three decades of experience in manufacturing, marketing and exporting leather garments. He is one of the main promoters of Bhartiya International Limited and has been associated with the Company since 1987. His extensive entrepreneurial and industry experience, coupled with his knowledge of the Company's business and operations, enables him to provide effective leadership and strategic direction to the Company.
Directorships held in other listed/unlisted/ private companies	Rocky Brands Inc. (Overseas Company)	1. Bhartiya Global Ventures Private Limited 2. Itopia Management Services (India) Private Limited 3. Bhartiya Urban Private Limited
Relationship with other Directors, Manager and other KMP of the Company	NIL	NIL

Terms and conditions of appointment/continuation of Directorship	The terms and conditions and details of remuneration sought to be paid is given in the resolutions/explanatory in this Notice.		He is proposed to be re-appointed as Non-Executive Chairman liable to retire by rotation	
Details of last Remuneration drawn (F.Y. 2024-25)	Rs. 1,05,83,995 /-		Rs. 9,00,000/-(honorary)	
Details of proposed Remuneration	as per resolution		Rs. 9,00,000/-(honorary)	
Listed entities from which proposed Appointee has resigned as Director in past 3 years	-		-	
Number of Meetings of the Board attended during the F.Y. 2025-26	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held
	4	4	3	4
Chairman/Member of the Committee of the Board of Directors of this Company			a) Management Committee – **Chairman** b) Corporate Social Responsibility– **Chairman**	
Committee Membership in other Companies	Name of the Committees	Chairman/ Member	Name of the Company	Name of the Committees
	-	-	-	-
Shareholding in the Company as on 31st March, 2026	NIL		1193362 Equity Shares	

Name of Director	**Mr. Navkiran Singh Ghei**	**Mr. Vivek Kapur**	**Mr. Deepak Bhojwani**
Date of Birth/Age	25/12/1956 (70 Years)	13/06/1961 (65 Years)	26/01/1952 (74 Years)
DIN	09649188	09678378	07351577
Nationality	Indian	Indian	Indian
Qualifications	Postgraduate	Chartered Accountant	I.F.S, LL.B., B.Com
Date of first appointment	11th August, 2022	11th August, 2022	11th August, 2022
Skills and capabilities required	a) Leadership and strategic management; b) Organisational and risk management; c) Governance and decision-making; d) Experience in managing complex organisations; e) International exposure and understanding of strategic and operational matters.	a) Financial and accounting expertise; b) Audit and risk management; c) Taxation; financial planning and budgeting; d) Corporate governance; e) Strategic financial decision-making.	a) International business and diplomatic experience; b) Strategic management; international relations; c) Government and regulatory matters; d) Cross-cultural understanding; e) Leadership and stakeholder managment.

Name of Director	Mr. Navkiran Singh Ghei	Mr. Vivek Kapur	Mr. Deepak Bhojwani
How the proposed person meets the requirements	Mr. Navkiran Singh Ghei is a retired Lt. General of the Indian Army and a highly decorated officer with around four decades of distinguished experience in leadership, management and organisational matters. He has extensive experience in strategic decision-making, administration and management of complex organisations and has represented India and the Defence Services internationally on several occasions. His leadership experience, strategic perspective and organisational expertise enable him to provide valuable and independent guidance to the Board.	Mr. Vivek Kapur is a Fellow Member of the Institute of Chartered Accountants of India and has around 36 years of experience in auditing, accounting, taxation, finance, capital budgeting, budget forecasting and management consultancy. His extensive financial and accounting expertise, together with his experience in audit and financial management, enables him to provide valuable oversight and independent judgement on financial, audit, risk management and governance matters.	Mr. Deepak Bhojwani joined the Indian Foreign Service in 1978 and has extensive experience spanning Asia, Europe and South America, as well as the Ministry of External Affairs, Government of India. During his distinguished diplomatic career, he served as Ambassador to seven Latin American countries and subsequently served as Joint Secretary in the Government of India. His extensive international exposure, strategic understanding, leadership experience and expertise in managing diverse stakeholders enable him to contribute valuable perspectives to the Board on international business, strategic and regulatory matters.
Expertise/Experience in specific functional areas	Retired as Lt. Gen from Indian Army, highly decorated Army Officer having wide ranging leadership, management and organizational experience spanning 40 years of an extremely successful and distinguished career. Experience of working in a Global environment, has represented the country and the Defense Services internationally on several occasions.	Mr. Kapur is graduate in Commerce, and he is a fellow member of the Institute of Chartered Accountants of India (ICAI). He has 36 years of rich experience in field of Auditing, Accounting, tax management, finance, capital budgeting, budget forecasting and management consultancy	Mr. Deepak Bhojwani joined the Indian Foreign Service (IFS) in 1978. Since then, he has served in three Continents - Asia, Europe and South America - as well as the Ministry of External Affairs in New Delhi. During his career, he was accredited as Ambassador in seven Latin American countries. He became a Joint Secretary in the Government of India in October, 1997.
Directorships held in other listed/unlisted /private companies	-	Bhartiya International SEZ Limited	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. 2024-25)	-	-	-

Name of Director	**Mr. Navkiran Singh Ghei**		**Mr. Vivek Kapur**		**Mr. Deepak Bhojwani**	
Details of proposed Remuneration	-		-		-	
Listed entities from which proposed Appointee has resigned as Director in past 3 years	-		-		-	
Number of Meetings of the Board attended during the F.Y. 2025-26	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held
	4	4	4	4	4	4
Chairman / Member of the Committee of the Board of Directors of this Company	I. Audit Committee – **Member** II. Stakeholder Relationship Committee – **Member** III. Nomination and Remuneration Committee - **Member**		I. Audit Committee – **Chairman** II. Stakeholder Relationship Committee – **Chairman** III. Nomination and Remuneration Committee – **Chairman** IV. Corporate Social Responsibility Committee - **Member**		-	
Committee Chairmanship/ Membership in other listed/unlisted/ private companies	Name of the Company	Name of the Committees	Name of the Company	Name of the Committees	Name of the Committees	Name of the Committees
	-	-	Bhartiya International SEZ Ltd.	Audit Committee – Member	-	-
Shareholding in the Company as on 31st March, 2026	-		-		-	