

BHARTIYA FASHION

BHARTIYA INTERNATIONAL LTD.

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

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of Bhartiya International Ltd. will be held on **Friday, 28th September, 2018** at **2.00 P.M.** at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai-600 047, Tamil Nadu, to transact the following business:

ORDINARY BUSINESS

Item No 1 - Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements (Consolidated and Standalone) of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon.

Item No 2 - Declaration of Dividend

To declare Final dividend on Equity Shares for the Financial Year 2017-2018.

Item No 3 - Appointment of Director

To appoint a Director in the place of Mr. Ramesh Bhatia (DIN: 00052320), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 4 – Amendment in Articles of Association – Affixation of Common Seal clause

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 provisions of Section 14 and any other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company, the existing Article 119(i) shall be substituted with following:

Article 119(i):

The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf, and except in the presence of any one Director or Company Secretary or Chief Financial Officer or such other Officer as may be authorised by any resolution of the Board of Directors or any Committee of the Board of Directors.

Item No. 5 – Appointment of Mr. Robert Burton Moore Jr (DIN: 08108097) as Non-Executive Director

To consider and if thought fit, to pass, with or without modifications(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Robert Burton Moore Jr. (DIN: 08108097), who was appointed as an Additional Director of the Company with effect from 16th April, 2018 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company.”

Item No. 6 – 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 or re-enactment thereof, for the time being in force) 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, 2018, 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 so however that the aggregate remuneration shall not exceed Rs. 10,00,000/- per month.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Nomination and Remuneration Committee/Board of Directors of the Company, to finalise and decide the change in designation/revisions in the remuneration payable to Mr. Robert Burton Moore Jr. from time to time in accordance with the Company’s policy on performance measurement and such other applicable/relevant policies and to perform and execute all such acts, deeds, matters and things (including delegating such authority), as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

Item No. 7 – Appointment of Mr. Manoj Khattar (DIN 00694981) as Director

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof, for the time being in force), Mr. Manoj Khattar (DIN 00694981) ,who was appointed as an Additional Director to function in the capacity of Whole-Time Director & Chief Financial Officer(CFO) of the Company with effect from 13th August, 2018 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Item No. 8 – Appointment of Mr. Manoj Khattar (DIN 00694981) as Whole-Time Director, designated as Whole-Time Director & CFO

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 provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company and subject to such sanctions and approvals as may be necessary, approval of the Company be and is hereby accorded to the appointment of Mr. Manoj Khattar (DIN: 00694981), as Whole-Time Director of the Company for a period of five (5) years with effect from 13th August, 2018, with remuneration as detailed in the Explanatory Statement, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Manoj Khattar, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in any financial year during the tenure of Mr. Manoj Khattar as Whole-Time Director of the Company, the Company has no profits or inadequacy of profits, Mr. Manoj Khattar shall be entitled to receive remuneration, as salary, perquisites and allowances, as per the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 or in accordance with any statutory modification(s) thereof, unless approval / consent from the Central Government is obtained for paying in excess of the said limits of Schedule V.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
For Bhartiya International Ltd.

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

Place: Gurugram
Date: 13th August 2018

Notes:

1. The Explanatory Statement setting out the material facts pursuant to section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. MEMBERS/ PROXIES ARE REQUESTED TO BRING THEIR ATTENDANCE SLIP ALONG WITH THEIR COPY OF ANNUAL REPORT TO THE MEETING.

3. At the 30th Annual General Meeting of the Company held on 27th September, 2017, the members approved appointment of M/s. K A S G & Co., Chartered Accountants, Gurugram (Firm Registration No 002228C), as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 35th Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting. The Ministry of Corporate Affairs vide notification No. S.O. 1833(E) dated 7th May, 2018, has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 31st Annual General Meeting.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Rules, 2015 with the Stock Exchanges, is provided in the end of the Notice.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 22nd September 2018 to Friday, 28th September, 2018 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares for the financial year ended 31st March, 2018, if declared at the Meeting.
9. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 21st September, 2018.
10. In respect of shares held in the demat form, the dividend will be payable on the basis of beneficial ownership as per details furnished by the National Securities Depository Ltd. and Central Depository Services (I) Ltd. for this purpose.
11. Members holding shares in demat form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations of the Depositories. The Company will not entertain any direct request from such members for change/ deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in demat form. Members may therefore give instructions regarding bank accounts, in which they wish to receive dividend, to their Depository Participants.

12. Under Section 124 of the Companies Act, 2013 (the "Act") and the applicable rules, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has transferred unpaid/unclaimed dividend upto the financial years 2009-10 to IEPF.

The Company has been sending reminders to those members having unpaid/unclaimed dividend before transfer of such dividend to IEPF. Details of the unpaid/unclaimed dividend are also uploaded as per the requirements, on the Company's website www.bhartiyafashion.com. Members who have not encashed their dividend pertaining to the financial years beginning from 2010-11 till 2016-17 are advised to write to the Company or Mas Services Ltd., the Registrar and Share Transfer Agent of the Company, at their address, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110 020, E-mail: info@masserv.com immediately, claiming dividends declared by the Company.

13. Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules 2016') amongst other things, provides for the manner of transfer of the unpaid and unclaimed dividend to the IEPF and the manner of transfer of shares, in case any dividend has not been encashed by the shareholders on such shares during the last seven consecutive years, to the designated demat account as prescribed by the IEPF Authority. As per the requirement, the Company had sent information to all the shareholders who had not claimed/encashed dividends in the last seven years intimating, amongst other things, the requirements of the IEPF Rules, 2016 with regard to transfer of shares and that in the event those shareholders do not claim any unclaimed/unpaid dividend for the past seven years, the Company will be required to transfer the respective shares to the IEPF demat account by the due date prescribed under the IEPF Rules 2016 and as amended from time to time. The Company has also simultaneously published notice in the leading newspaper in English and regional language having wide circulation on 24th May, 2017 and uploaded on the "Investors Section" of the website of the Company viz. www.bhartiyafashion.com, giving details of such shareholders and shares due to be transferred and in case valid claim is not received, the respective shares will be credited to the designated demat account of the Authority.

14. During the financial year 2017-18, the Company has transferred/credited 41620 shares of 352 shareholders to the demat account of Investor Education and Protection Fund Authority (IEPF Authority) in accordance with Section 124(6) of the Act read with IEPF Rules 2016, whose dividend has not been encashed on such shares during the last seven consecutive years. The details of the said shareholders whose shares have been transferred have been uploaded under "Investors Section" on the website of the Company viz. www.bhartiyafashion.com. Any person whose shares or unclaimed dividend has been transferred to IEPF may claim them pursuant to the process prescribed under IEPF Rules 2016.

The annual report for 2017-18 along with the notice of Annual General Meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their email ids with the Depository Participants/Registrar and Share Transfer Agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the annual report 2017-18 along with the notice of annual general meeting, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website www.bhartiyafashion.com for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication the shareholders may also send requests to shares@bhartiya.com.

15. The members who are holding shares in demat mode are requested to support Green initiative by registering /updating their email addresses with their Depository Participants respectively to enable us to send the documents/reports and other communications via e-mail. Members holding shares in physical mode may please write to the Company or MAS Services Ltd., our Share Transfer Agent for updation of their e-mail address at the earliest. The shareholders holding shares in physical form may use the format annexed to the Notice for registering e- mail address.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts.
17. With reference to the SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 on "Strengthening the Guidelines and Raising Industry standards", to strengthen the procedures and processes with regard to handling and maintenance of records, transfer of securities and payment of dividend/interest/redemption by the Registrar and Share Transfer Agents, Issuer Companies and Bankers to Issue. The Registrar and Share Transfer Agents (M/s. MAS Service Ltd.) have sent reminder letter on 9th July, 2018, for obtaining bank account details and PAN number of physical shareholders. Members holding shares in physical form should submit their PAN and update their bank details with the RTA of the Company.

18. Voting through Electronic Means

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Rules, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- (ii) The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.
- (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iv) The Company has engaged the services of National Securities Depository Ltd. ("NSDL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner.
- (v) The Board of Directors of the Company has appointed Mr. Ravi Sharma (CP No. 3666)/ Ms. Suman Pandey (CP No. 8404), Partners of RSM & Co, Practicing Company Secretaries, as Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
- (vi) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 21st September, 2018
- (vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 21st September, 2018 only shall be entitled to avail the facility of remote e-voting / Insta Poll.

Any person who acquires shares of the Company and become a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 21st September, 2018, may obtain login ID and password by sending a request at evoting@nsdl.co.in or to the Registrar & Share Transfer Agents, M/s. MAS Services Ltd. at info@masserv.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing use ID and password for casting your vote. If you have forgotten your password, you can reset the password using "Forgot User Details/Password" option available on www.evoting.nsdl.com

- (viii) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on 25th September, 2018

End of remote e-voting: Up to 5.00 p.m. (IST) on 27th September, 2018

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

The Scrutinizer, after scrutinising the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.bhartiyafashion.com and on the website of NSDL <https://evoting.nsdl.com>. The results shall simultaneously be communicated to the Stock Exchanges.

- (ix) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 28th September, 2018.

Voting 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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

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 'Shareholders' section.

1. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
2. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
3. 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 101456 then user ID is 101456001***

4. Your password details are given below:
 - a) If you are already registered for e-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 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, your 'initial password' is communicated to you on your postal address.
5. 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.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsmco121@gmail.com/ contact@csrsm.com with a copy marked to evoting@nsdl.co.in.

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

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Though the requirement of affixing Common Seal on documents have been removed in Companies Act, 2013 but due to certain banking requirements, the Company wishes to retain the clause but for operational convenience it is proposed to amend the common seal witness clause.

Hence the Board of Directors of the Company recommends the resolution set in Item no. 4 for the amendment of the Clause in the Article of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours till the Annual General Meeting.

The Board of Directors recommends passing of the Special Resolution as set out at Item No. 4 of this Notice.

Except to the extent of their shareholding, none of the Directors, Key Managerial Personnel and their relatives thereof is in

any way, concerned or interested in the proposed resolution.

ITEM NOS. 5 & 6

Based on the recommendation of Nomination and Remuneration Committee (NRC), the Board of Directors had appointed Mr. Robert Burton Moore Jr. as an Additional Director on the Board of the Company with effect from 16th April, 2018 to hold office upto the date of the Annual General Meeting. He has earlier headed the Fashion business of the company with strategic & operational leadership. Considering his immense contribution to the business and his experience in the leather industry, it is considered beneficial in the interest of the Company to have him on the Board of the Company.

The Company has received his consent to act as Director and declaration that he is not disqualified from being appointed as a Director of the Company.

In the opinion of the Board of Directors, Mr. Robert Burton Moore Jr., the Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder.

The Company has also received notice in writing, from a member under section 160 of the Act, proposing his candidature for appointment as Director of the Company.

Further, the Company is desirous of utilizing the expertise of Mr. Robert Burton Moore Jr., Director for business requirements and hence wants to pay professional fees to him towards his appointment as Consultant for Sales advisory and Marketing of our business.

As such, Mr. Robert Burton Moore Jr. will hold office or place of profit in the Company within the meaning of Section 188 of the Companies Act, 2013.

As per provisions of section 188 (1)(f) read with rule 3(b) of Companies (Meetings of Board and its Powers) Rules, 2014 approval of shareholders is required if the monthly remuneration of such person exceeds Rs. 2,50,000/-per month. Since the company is benefitted from the services of the above mentioned Director holding office or place of profit in the Company, the Board has sanctioned his professional fees exceeding Rs. 2,50,000/- per month which is justified.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members till the Annual General Meeting as per details mentioned in the Notes.

Mr. Robert Burton Moore Jr is interested in the resolution set out at Item Nos. 5 & 6 of the Notice, which pertains to his appointment and his holding position of office or place of profit.

The relatives of Mr. Robert Burton Moore Jr may be deemed to be interested in the resolutions set out at Item Nos. 5 & 6 of the Notice, to the extent of their shareholding interest, if any, in the Company. None of the other Directors /KMP are interested in the aforesaid resolution.

The Board accordingly recommends the resolution as set forth in Item Nos. 5 & 6 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 is provided in the end of the Notice.

ITEM NOS. 7 & 8

Mr. Manoj Khattar had joined Bhartiya Group on 30th June, 2000 in the Finance and Accounts function. Then he was appointed as the Chief Financial Officer (CFO) of the Company on 27th May, 2014 and designated as Key Managerial Personnel (KMP) for the same position. However, considering his experience and skills, it was considered appropriate to appoint him on the Board of the company.

Accordingly, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors had appointed Mr. Manoj Khattar as an Additional Director to function in the capacity of Whole-Time Director and CFO with effect from 13th August, 2018, liable to retire by rotation, subject to the approval of the Members. He shall be the designated Key Managerial Personnel for the Chief Financial Officer position only.

The Company has received his consent to act as Director and declaration that he is not disqualified from being appointed

as a Director of the Company.

The Company has also received notice in writing, from member under section 160 of the Act, proposing his candidature for the appointment as Director of the Company.

The terms and conditions for appointment of Mr. Manoj Khattar are proposed keeping in line with the objective of attracting and retaining professional with expertise and high competence on the Board. The material terms of appointment and remuneration as set out in his appointment letter are given below:-

Remuneration till 31st March, 2019 to be paid as per below:

S. No.	Particulars	Amount per annum (In ₹)
1	Basic Salary	50,00,000
2	Personal Pay, Perquisites and Allowances	55,00,000
3	Variable Pay	20,00,000
Total		1,25, 00,000

Thereafter, the scope and quantum of remuneration and perquisites specified above herein may be enhanced, enlarged, widened, altered or varied by the Board of Directors upto 15% per annum at any given point of time in the light of and in conformity of the Companies Act, 2013 and or/ the rules and regulations made thereunder and/or such guidelines as may be announced by Central Government from time to time.

II. Other Benefits and Perquisites:

Incentives, Car facility, Club membership, Personal Accident and Term Life Insurance, Mediclaim Coverage, Executive health check-up, telecommunication facility, Leave Encashment etc. as per Company's policy.

III. Stock Options:

As may be granted by NRC from time to time as per ESOP Schemes of the Company.

The valuation of perquisites for inclusion in remuneration shall be as per the provisions of the Income Tax Act, 1961.

Mr. Manoj Khattar has the overall responsibility for all financial matters including capital-budgeting, planning & management, internal controls and audit.

He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.

The above may be treated as a written memorandum (abstract) setting out the terms of appointment of Mr. Manoj Khattar under Section 190 of the Companies Act, 2013.

Copy of Appointment Letter setting out terms and conditions of appointment including remuneration is available for inspection by Members till the Annual General Meeting as per details mentioned in the Notes.

The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are provided in the Notice.

Except Mr. Manoj Khattar, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution(s) mentioned at item nos. 7 & 8. The Board recommends the passing of the resolution(s) as set out at item nos. 7 & 8 as Ordinary Resolution and Special Resolution respectively.

INFORMATION AS REQUIRED IN SECTION II OF PART II OF SCHEDULE V:

I. General information:	
(1) Nature of industry	Manufacture and supply of fashion apparels and accessories including intermediaries
(2) Date or expected date of commencement of commercial production	Not applicable
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
(4) Financial performance based on given indicators	For Financial year 2017-18 (Amount in Rs. Crore) a. Revenue from operations: 518.26 b. Profit/ (Loss) before tax: 20.41 c. Profit/ (Loss) after tax: 13.13
(5) Foreign investments or collaborations, if any.	Not applicable
II. Information about the appointee:	
(1) Background details	Mr. Manoj Khattar, aged 58 years has been associated with Bhartiya Group from almost 2 decades. He has headed the Finance Function and was appointed the CFO of the Company on 27 th May 2014.
(2) Past remuneration	In the capacity of CFO – Rs. 9595424
(3) Recognition or awards	-
(4) Job profile and his suitability	Is responsible for all financial matters including capital-budgeting, planning & management, internal controls and audit & has over 29 years of corporate finance experience. Earlier he has served in various sectors like Consumer Durables, Heavy Chemicals
(5) Remuneration proposed	The remuneration proposed is mentioned in the explanatory statement.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility shouldered by him of the enhanced business activities of the Company and the dual role/responsibility, proposed remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Manoj Khattar has held the position of CFO of the Company and is holding 20025 shares of the Company.
III. Other information:	
(1) Reasons of loss or inadequate profits	The Company has added many new divisions which will turn profitable over the years.
(2) Steps taken or proposed to be taken for improvement	Scout for business opportunities which are in sync with the business strategy of the Company.
(3) Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in the current year due to contribution of business divisions added in recent years.

IV Disclosures

- a) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors - Mentioned above
- b) Details of fixed component and performance linked incentives along with the performance criteria – Mentioned above
- c) Service contracts, notice period, severance fees – 3 months
- d) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable – Currently, 3340 stock options issued at a price of Rs. 50/- per share are outstanding. The same will be vested on 16th September 2018 and can be exercised over a period of 5 years.

By Order of the Board
For Bhartiya International Ltd.

Sd/

Shilpa Budhia

Company Secretary

(M. No. : A23564)

Place: Gurugram

Date: 13th August, 2018

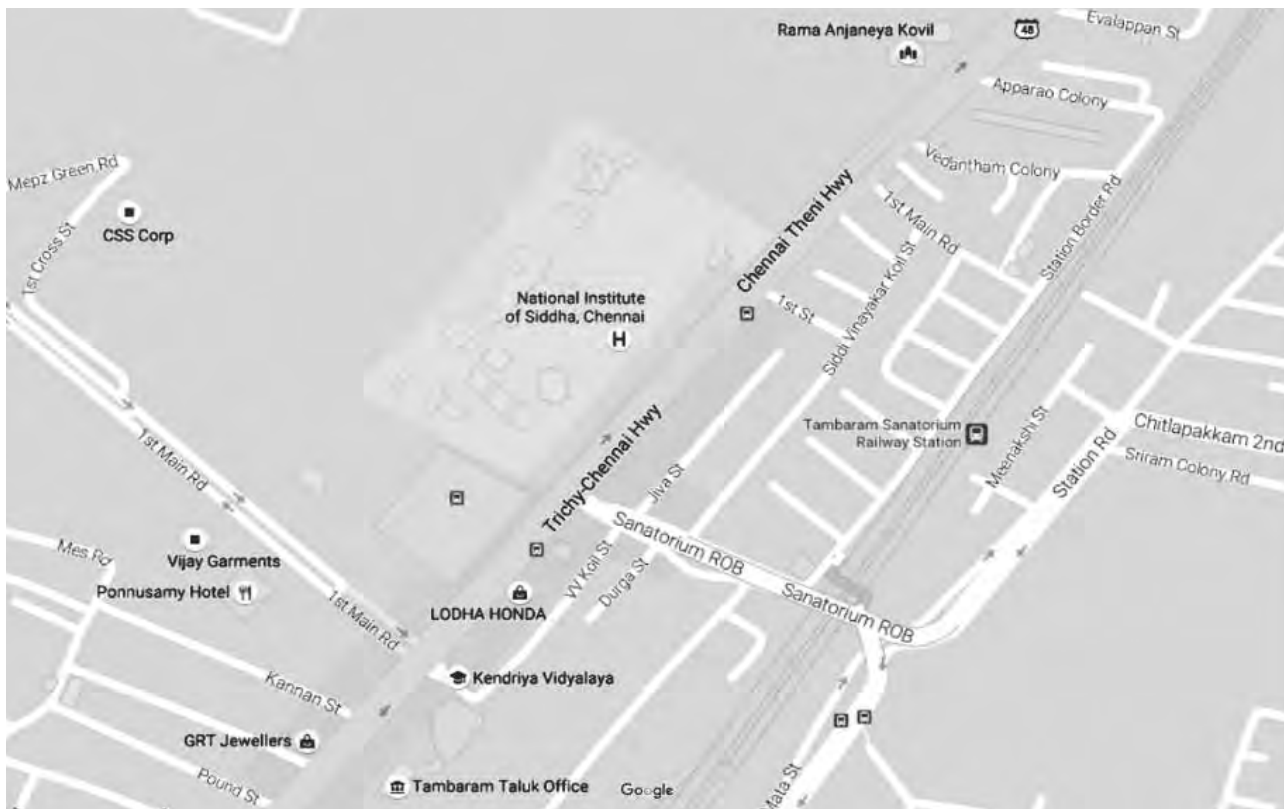
ANNEXURE – The brief resume and other information as per Secretarial Standards and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Director seeking appointment/re-appointment is provided below:

Name of the Director	Mr. Ramesh Bhatia	Mr. Robert Burton Moore Jr	Mr. Manoj Khattar
DIN	00052320	0008108097	00694981
Date of Birth	09/12/1946	18/09/1950	14/08/1961
Date of Original Appointment	06/09/1987	16/04/2018	13/08/2018
Expertise in Special function areas	Business Management	Marketing expert, studied at University of Mississippi; received Taylor Medal in 1988. Headed the Fashion business with strategic & operational leadership. Was named among the 20 Most Powerful Tanners in World in Leather International Magazine, 2012.	Capital-budgeting, planning & management, internal controls and audit and other financial matters
Qualification	Science Graduate	BBA degree (Marketing and Accounts) from The University of Mississippi, Oxford, Mississippi, USA	Chartered Accountant
List of outside directorships as on 31.03.2018 (in public companies and subsidiaries of public companies)	1. Indian Exchange Ltd 2. Bhartiya Global Marketing Ltd.	-	1. J&J Leather Enterprises Ltd. 2. Bhartiya Urban Infrastructure Ltd. 3. Bhartiya Fashion Retail Ltd. 4. Bhartiya Global Marketing Ltd. 5. Bhartiya International SEZ Ltd.
Chairman/Member of the Board Committees of the Companies as on 31.03.2018	CSR Committee – Member	-	1. J&J Leather Enterprises Ltd. (Remuneration Committee -Member) 2. Bhartiya International SEZ Ltd. (Audit Committee - Member Nomination and Remuneration Committee – Chairman)
No. of shares held	340250	-	20025
Relationship with other directors and KMP	-	Nil	Nil
Last salary drawn	2500 *	58,76,625**	95,95,424

* Sitting fees for attending Meeting of the Board

** In the capacity of CEO of the Company

ROUTE MAP OF AGM VENUE



**ANNEXURE
E-COMMUNICATION REGISTRATION FORM
(Exclusively meant for Shareholders holding shares in physical form)**

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

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

Name of Company: **BHARTIYA INTERNATIONAL LTD.**

Folio No. :

Name of 1st Registered holder:

Name of Joint holder(s):

E-mail ID (to be registered):

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

Date: **Signature:**
(First holder)

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

BHARTIYA INTERNATIONAL LTD.

Registered Office: 56/7, Nallambakkam Village, (Via Vandalur), Chennai, Tamil Nadu – 600048

CIN – L74899TN1987PLC111744 |Tel: +91 9551050418-21

Email: shares@bhartiya.com |Website: [www .bhartiyaafashion.com](http://www.bhartiyafashion.com)

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ELECTRONIC VOTING PARTICULARS

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

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

Commencement of e-voting	From 9.00 a.m. (IST) on 25 th September, 2018
End of e-voting	Upto 5.00 p.m. (IST) on 27 th September, 2018

* The cut-off date (i.e. the record date) for the purpose of e-voting is 21st September, 2018.

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Email: shares@bhartiya.com |Website: [www .bhartiyaafashion.com](http://www.bhartiyafashion.com)

ATTENDANCE SLIP

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

Name & Address of First/Sole Shareholder : _____

No. of Shares held : _____

I hereby record my presence at the 31st Annual General Meeting of the Members of Bhartiya International Ltd, held on Friday, the 28th September, 2018 at 2.00 P.M, at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu - 600 047.

Signature of Member/Proxy

Notes:

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

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PROXY FORM (MGT-11) AGM 2018

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

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

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

(1) Name :

Address:

E-mail Id: Signature:, or failing him;

(2) Name :

Address:

E-mail Id: Signature:, or failing him;

(3) Name :

Address:

E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Friday, 28th September, 2018 at 2.00 p.m., at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai, Tamil Nadu - 600 047 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Vote (Optional see Note 2) (Please mention number of shares)		
		For	Against	Abstain
ORDINARY BUSINESS				
1	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2018 and the reports of the Board of Directors and Auditors thereon.			
2	To declare Final dividend on Equity Shares for the Financial Year 2017-2018.			
3	To appoint a Director in place of Mr. Ramesh Bhatia (DIN: 00052320), who retires by rotation and, being eligible, offers himself for re-appointment.			
4	To ratify the appointment of Statutory Auditor in this Annual General Meeting till conclusion of next Annual General Meeting			
SPECIAL BUSINESS				
5	To amend the Articles of Association – Affixation of Common Seal clause			
6	Appointment of Mr. Robert Burton Moore Jr. (DIN: 08108097) as Non-Executive Director			
7	To approve the limit of remuneration payable to related party's appointment to any office or place of profit			
8	Appointment of Mr. Manoj Khattar (DIN 00694981) as Director			
9	Appointment of Mr. Manoj Khattar (DIN 00694981) as Whole-Time Director, designated as Whole-Time Director & CFO			

Signed this day of 2018

Signature of Shareholder.....

Signature of Proxy holder(s)

Affix
Revenue
Stamp not
less than
Rs.0.15

Notes:

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