

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 38th Annual General Meeting ("AGM") of the Members of Bhartiya International Limited will be held on **Monday, 29th September, 2025 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, 2025, 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, 2025, together with the Report of the Auditors thereon.

ITEM NO. 2 APPOINTMENT OF DIRECTOR

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

SPECIAL BUSINESSES:**ITEM NO. 3 APPOINTMENT OF M/S. RSM & CO., COMPANY SECRETARIES (FRN: P1997DE017000) AS SECRETARIAL AUDITORS OF THE COMPANY.**

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 Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013 & rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, the approval of the Members be and is hereby accorded for the appointment of M/s. RSM & Co., Company Secretaries (FRN: P1997DE017000) as Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30.

RESOLVED FURTHER THAT approval of Members be and is hereby accorded for payment of Secretarial Audit Fee of Rs. 4.50 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses for Financial Year 2025-26 and the Board of Directors (including any Committee thereof) be and is hereby authorised to fix and pay the Secretarial Audit Fee and other certifications fees as may be deemed fit for the remaining tenure.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and to settle all questions or difficulties that may arise in this regard and to execute any documents, papers, etc. as may be necessary or desirable in connection with or incidental to give effect to this resolution."

ITEM NO. 4 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 of Rs. 2,50,000/- per month with effect from 1st July, 2025 till 31st March, 2026 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. 5 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, 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, 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. 6 – APPROVAL OF REMUNERATION OF MR. MANOJ KHATTAR (DIN: 00694981), WHOLE-TIME DIRECTOR OF THE COMPANY, FOR THE PERIOD W.E.F. 13TH AUGUST, 2026 TO 12TH AUGUST, 2028.

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

"RESOLVED THAT, in accordance with the provisions of Sections 188, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactments thereof for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee and in accordance with the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the shareholders of the Company, be and is hereby accorded to approve the remuneration of Mr. Manoj Khattar (DIN: 00694981), Whole-Time Director of the Company, for remaining period of his term, from 13th August, 2026 to 12th August, 2028, as detailed in 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 appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Manoj Khattar.

RESOLVED FURTHER THAT the other terms and conditions of the appointment shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to the above resolution."

By Order of the Board
For Bhartiya International Limited

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

Place: Gurugram
Date: 13th August, 2025

Notes:

1. 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 6 above and the relevant details of the Directors as mentioned under Item No(s). 3 to 6 above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) 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.
2. The Board of Directors have considered and decided to include Item No(s). 3 to 6 given above as Special Businesses in the forthcoming AGM, as they are unavoidable in nature.
3. In compliance with the Ministry of Corporate Affairs (MCA) vide its Circular No. 09/2023 dated September 25, 2023 read with and General Circular No. 09/2024 dated September 19, 2024 and SEBI Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the Notice of 38th AGM along with the Annual Report for Financial Year 2024-25, is being sent through electronic mode, only to those Members whose e-mail addresses are registered with the Company, Depositories or Registrar and Share Transfer Agent ("RTA") as on Friday, August 29, 2025. **A letter containing the weblink, along with the exact path to access the complete details of the Annual Report, is being sent to Members who have not registered their e-mail address with the Company's RTA or Depositories.** The venue of the AGM shall be deemed to be the registered office of the Company. The procedure for participating in the meeting through VC/OAVM is explained below.
4. As the AGM is being conducted through VC/OAVM, where physical attendance of the Members is dispensed with, the facility of appointment of proxies by the Members is not available. Consequently, the Proxy Form and the Route Map are not annexed to this Notice.
5. 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 to shares@bhartiya.com.
6. Members may note that the Notice and Annual Report 2024-25 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.
7. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company at shares@bhartiya.com.

Procedure for joining the 38th AGM through VC/ OAVM

8. NSDL will be providing facility for voting through remote e-Voting, for participation in the 38th AGM through VC/ OAVM and e-Voting during the 38th AGM.
9. Members may note that the VC/OAVM facility, allows participation of at least 1,000 Members on a first-come first-served basis.
10. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned "Step 1: Access to NSDL e-Voting system". After successful login, you can see link of "VC/OAVM link" placed under "Join 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 (135590) of Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.
11. 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.

12. 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.
13. 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.
14. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Procedure to raise questions/seek clarifications with respect to Annual Report at the ensuing 38th AGM:

15. 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, 25th September, 2025, shall only be considered and responded during the AGM.
16. 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 (135590) 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.
17. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

18. 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, 26th September, 2025 at 9:00 a.m. and will end on Sunday, 28th September, 2025 at 5:00 p.m. During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, 22nd September, 2025 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 26th September, 2025 to 28th September, 2025 or e-Voting during the AGM. Members who have voted on some of the resolutions during the said 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:

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 9, 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 Depositories and Depository Participants. Shareholders are advised to update their mobile number and email 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.	<ol style="list-style-type: none"> 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. Existing IDeAS user can visit the e-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 to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.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. 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 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 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-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 the e-Voting service providers' website directly. 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. 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 evoting 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 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.
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Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

- (B)** Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders 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 on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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***

5. Password details for shareholders other than Individual shareholders 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 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 the e-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 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 (135590)" 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 Meeting".
3. Now you are ready for e-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 contact@csrsm.com with a copy marked to evoting@nsdl.co.in.

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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.

4. Members who have cast their votes by remote e-Voting prior to the AGM may also attend/ participate in the Meeting through VC/OAVM but they shall not be entitled to cast their vote again.
5. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Monday, 22nd September, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company at shares@bhartiya.com. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800- 1020-990 and 1800-224-430. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Monday, 22nd September, 2025 may follow steps mentioned in the Notice of the AGM "Access to NSDL e-Voting system".
6. Mr. Ravi Sharma, Partner, M/s. RSM & Co., Practicing Company Secretaries (Membership No. 4468, COP: 3666), has been appointed as the Scrutinizer for conducting voting process in a fair and transparent manner.
7. 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, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
8. The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days of conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the Resolution(s), invalid votes, if any, and whether the Resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.bhartiya.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd., where the securities of the Company are listed.

Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 29th September, 2025.

Documents open for inspection:

9. All the documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Act shall be available for inspection through electronic mode. Members are requested to write to the Company on shares@bhartiya.com for inspection of said documents; and
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act will be available for inspection by the members during the AGM by following the steps mentioned at "Step 1: Access to NSDL e-Voting system". After successful login members will be able to view the documents for inspection by clicking on the link available against EVEN (135590) of the Company.

19. Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund (IEPF):

- a. Pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") amended time to time, dividends that are unpaid or unclaimed for a period of 7 (seven) years from the date of their transfer are required to be transferred by the Company to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.
- b. During the financial year 2024-25, the Company has transferred to IEPF, the following unclaimed dividends and corresponding shares thereto:

Particulars	Amount in Dividend (In Rs.)	No. of Shares
Final Dividend 2016-17	144537.60	5987
Total	144537.60	5987

- c. The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the Company's website at www.bhartiya.com and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link www.iepf.gov.in.
- 20. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.
- 21. The Company has made special arrangements with the RTA and NSDL for registration of email addresses in terms of the MCA Circulars for Members who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically.
- 22. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled into MAS Services Limited. Members holding shares in electronic mode may contact their respective Depository Participants to avail this facility. The Form SH-13 is available on the website of the Company at www.bhartiya.com.

23. Important Communications & Awareness Material for Shareholders:

- a) SEBI encourages all shareholders to consider the inherent advantages of dematerialization and get their existing physical shareholding converted into demat mode. SEBI has also prohibited transfer of equity shares in physical mode. Therefore, all Members holding their shares in physical form are advised to dematerialize their shareholding at the earliest, by opening a demat account with any Depository Participant (DP) and submit the demat request to their DP.
- b) Members may please note that SEBI vide its Circular dated 25th January, 2022, has mandated Listed Companies to issue securities in demat form only, while processing service requests such as issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled-in and signed Form ISR-4, along with relevant documents, the format(s) of which is available on the Company's website at www.bhartiya.com.
- c) SEBI has mandated the Company/RTA to obtain copies of PAN Card, KYC Details, Bank Account Details, Nomination Form, etc. from all shareholders holding shares in physical form. Therefore, shareholders holding shares in physical form are requested to provide PAN, KYC and other details at the earliest in Form ISR-1, along with the supporting documents/details such as contact details including mobile number and email, self-attested copy of PAN card and address-proof of all holders, Nomination Form in SH-13 or 'Declaration to Opt-out' in Form ISR-3 and bank details along with original cancelled cheque and banker's attestation of specimen signature in Form ISR-2. Detailed instructions and specimen formats in this regard, are available on the investor section of the website of the Company at www.bhartiya.com.

Please note that in case you are holding shares in physical form, you will be eligible to get any service request processed by the RTA only when your KYC details are updated. Further, w.e.f. 1st April, 2024, you will be eligible for dividend payments in electronic mode only when your KYC details are updated. Hence, please download, fill and send the requisite documents to the Company/RTA at the earliest.

- d) SEBI vide its circular dated July 31, 2023, has introduced a common Online Dispute Resolution Portal ("ODR Portal"), which harnesses online method for resolution, conciliation and arbitration for disputes arising in the Indian Securities Market. The ODR Portal allows investors with additional mechanism to resolve their grievances, in case they are not satisfied with the resolution provided by the Company/RTA and/or through SCORES 2.0 Platform of SEBI (SEBI <https://scores.sebi.gov.in>). Web-link to access the said portal is <https://smartodr.in>. Detailed circulars in this regard to this facility are available on the investor section of the website of the Company at www.bhartiya.com.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS ITEM NOS. 3 TO 6.

ITEM NO. 3

Pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors on recommendation of the Audit Committee appointed M/s. RSM & Co., Company Secretaries as a Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30 at a remuneration of Rs. 4.50 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses for FY 2025-26 and recommends their appointment including remuneration as proposed at Item no. 3 for approval by the Members by way of an Ordinary Resolution.

M/s. RSM & Co., Company Secretaries is a firm of Company Secretaries having professional experience spanning over more than 25 years specializing in Secretarial Audit, Due Diligence, Assurance Audit, Corporate Compliance Management etc.

M/s. RSM & Co., Company Secretaries have provided their consent to be appointed as Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30 and also confirmed that they are not disqualified to be appointed as Secretarial Auditors of the Company. They also confirmed that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India (ICSI) and hold a valid certificate issued by the Peer Review Board of the ICSI.

None of the Directors or KMP's or their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NOS. 4 & 5

The Company is desirous of utilizing the expertise of Mr. Robert Burton Moore Jr., Director for business requirements and hence wants to pay consultancy fees to him towards his appointment as Consultant for 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 consultancy 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.

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 year, if the remuneration payable to a single Non-Executive Director in that 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 2025-26.

Mr. Robert Burton Moore Jr. is interested in the resolutions set out at Item Nos. 4 & 5 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. 4 & 5 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., are interested in the aforesaid resolution.

The Board accordingly recommends the ordinary and special resolution set forth in Item Nos. 4 & 5 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. 6

Members of the Company are requested to note the Board had in its meeting held on, 11th August, 2023, appointed Mr. Manoj Khattar (DIN: 00694981), as Whole-time Director of the Company for a period of five years w.e.f. 13th August, 2023; however, remuneration was approved for three years. Such appointment and remuneration later approved by shareholders in their annual general meeting held on 29th September, 2023. The approval for remuneration will expire on 12th August, 2026.

The Board of Directors in its meeting held on 13th August, 2025, on recommendation/approval of Nomination and Remuneration Committee and Audit Committee respectively and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, has accorded to approve the remuneration of Mr. Manoj Khattar, Whole-Time Director of the Company, w.e.f. 13th August, 2026 for his remaining tenure on the same terms and conditions as previously approved by members in their Annual General Meeting held on 29th September, 2023 as follow:

The material terms of appointment and remuneration as set out in his appointment letter are given below:-

S. No.	Particulars	Amount per annum (In Rs.)
1.	Basic Salary	50,00,000
2.	Personal Pay, Perquisites and Allowances	55,00,000
3.	Variable Pay	20,00,000
	Total	125,00,000

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. Other benefits & perquisites would remain unchanged; for part of a year remuneration to be paid proportionately.

Mr. Manoj Khattar has the overall responsibility for all financial matters including capital-budgeting, planning & management, internal controls and audit. Mr. Manoj Khattar is not debarred from holding the office of director pursuant to any SEBI order.

The terms as set out in the resolution may be treated as an abstract of the terms of appointment pursuant to Section 196, 197 of the Companies Act, 2013.

As the remuneration exceeds the limit mentioned under Schedule V of the Companies Act, 2013, shareholders' approval is being sought through Special Resolution as set out in Item No. 6 of the Notice of 38th Annual General Meeting for approval of the remuneration of Mr. Manoj Khattar, Whole-Time Director of the Company with effect from 13th August, 2026 to 12th August, 2028.

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, 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 no. 6. The Board recommends the passing of the resolution(s) as set out at item no. 6 as Special Resolution.

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. Nikhil Aggarwal	Mr. Robert Burton Moore Jr.	Mr. Manoj Khattar
Date of Birth & Age	23/10/1975 (50 years)	18/09/1950 (75 years)	14/08/1961 (64 years)
DIN	01891082	08108097	00694981
Nationality	Indian	United States of America	Indian
Qualifications	BE- Mech. Engg., MBA	BBA degree (Marketing and Accounts) from The University of Mississippi, Oxford, Mississippi, USA	Chartered Accountant
Experience	More than 25 years	More than 41 years	40 years
Date of first appointment on the Board	04/10/2007	16/04/2018	13/08/2018
Expertise in functional areas	Experience in International Marketing and Management	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 Magazine, 2012.	Capital-budgeting, planning & management, internal controls and audit and other financial matters
Directorship held in other Companies	Ultima Italia S.R.L. (Overseas Company)	Rocky Brands Inc. (Overseas Company) Nerbio Medical Software, Inc (Overseas Company)	<ol style="list-style-type: none"> 1. SMART INFOTECH PARK PRIVATE LIMITED 2. BHARTIYA DEVELOPERS CONSORTIUM PRIVATE LIMITED 3. CRYSTAL MERCHANT TRADING PRIVATE LIMITED 4. SPRINGDALE VENTURES PRIVATE LIMITED 5. BHARTIYA HOSPITALITY PRIVATE LIMITED 6. BHARTIYA GLOBAL MARKETING LIMITED 7. BHARTIYA SMART CITIES PRIVATE LIMITED 8. BHARTIYA INTERNATIONAL SEZ LIMITED 9. BHARTIYA INFRASTRUCTURE PRIVATE LIMITED 10. TADA MEGA LEATHER CLUSTER PRIVATE LIMITED 11. MILECON IT PARK 3B PRIVATE LIMITED 12. BHARTIYA CITY RESIDENCES PRIVATE LIMITED 13. BHARTIYA URBAN INFRASTRUCTURE LIMITED 14. BHARTIYA GLOBAL VENTURES PRIVATE LIMITED 15. BHARTIYA URBAN PRIVATE LIMITED 16. J & J LEATHER ENTERPRISES LIMITED 17. BHARTIYA FASHION RETAIL LIMITED 18. SA HOLDINGS LIMITED (Overseas Company)

Directorship held in Listed Entities (other than the Company)	NIL		NIL		NIL	
Name of Listed Companies in which Director resigned in past 3 years.	NIL		NIL		NIL	
Relationship with other Directors, Manager and other KMP of the Company	Mr. Nikhil Aggarwal is the nephew of Mr. Snehdeep Aggarwal		NIL		NIL	
Terms and conditions of appointment/continuation of Directorship	He is proposed to be re-appointed as Non-Executive Director liable to retire by rotation.		The terms and conditions and details of remuneration sought to be paid is given in the resolutions/explanatory in this Notice.		In accordance with provisions of Section Sections 188, 196, 197, 198 of the Companies Act, 2013	
Details of last Remuneration drawn (F.Y. 2024-25)	NIL		Rs. 1,05,83,995/-		Rs. 89,66,962/-	
Details of proposed Remuneration	NIL		as per resolution		as per resolution	
Name of Director	Mr. Nikhil Aggarwal		Mr. Robert Burton Moore Jr.		Mr. Manoj Khattar	
Number of Meetings of the Board attended during the F.Y. 2024-25	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held
	5	5	5	5	5	5
Chairman / Member of the Committee of the Board of Directors of this Company	Chairman / Member	Name of the Committees	Chairman / Member	Name of the Committees	Chairman / Member	Name of the Committees
	-	-	Member	Management Committee		
Committee Membership in other Companies	Name of the Committees	Chairman/ Member	Name of the Committees	Chairman/ Member	Name of the Company	Name of the Committees
	-	-	Bhartiya International SEZ Limited	Audit Committee- Chairman Nomination and Remuneration Committee - Chairman	-	-
Number of shares held in Company	20000 Equity Shares		NIL		20025 Equity Shares	