

Date: 7th May 2019

BHARTIYA
FASHION

The Vice-President, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. – C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai – 400051 Fax – 022-26598237/38 NSE Symbol: BIL/EQ	The General Manager, Listing Department, BSE Limited, Floor -25, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai- 400001 Fax – 022-22722037/39/41/61 Scrip Code: 526666
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BHARTIYA INTERNATIONAL
LIMITED
38, Sector 44
Gurgaon 122 002
New Delhi Capital Region
India
T +91 124 488 8555
F +91 124 488 8500
E bhartiya@bhartiya.com

CIN L74899TN1987PLC111744

www.bhartiya.com

SUB.: POSTAL BALLOT NOTICE

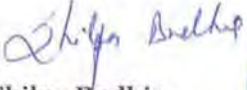
Dear Sir,

Please find enclosed Postal Ballot Notice of Bhartiya International Limited dated 3rd May 2019.

Kindly acknowledge receipt.

Thanking you,

**Yours sincerely,
For Bhartiya International Ltd.**


Shilpa Budhia
(Company Secretary)



Encl.: a/a

BHARTIYA FASHION

BHARTIYA INTERNATIONAL LIMITED

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

CIN : L74899TN1987PLC111744, Tel. : +91 9551050418-21

E-mail : shares@bhartiya.com Website : www.bhartiyafashion.com

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO PROVISIONS OF SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is seeking the approval of the Members for the matters as considered in the resolutions appended below, through Postal Ballot i.e., voting by post or by electronic means, as the case may be.

The Company is desirous of seeking your consent to the Resolutions set out in the Postal Ballot Notice. The Explanatory Statement pertaining to the resolutions setting out the material facts and the reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors, has appointed Mr. Ravi Sharma (CP No. 3666)/ Ms. Suman Pandey (CP No. 8404), Partners of RSM & Co., Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot voting process including voting through electronic means in a fair and transparent manner and in accordance with the provisions of the Act and Rules made thereunder.

Members desiring to exercise their vote by Postal Ballot are requested to read carefully the instructions printed in the enclosed Postal Ballot Form, vote either for or against the Resolutions. Rule 22 (3) (e) of the Rules specify that any consent or otherwise received after thirty (30) days from the date of issue of this notice shall be treated as if the reply from the Member has not been received. We, therefore request you to please return the said Form duly completed and signed, in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer not later than 5:00 pm IST on or before 8th June, 2019 being the last date of e-voting at the following address: C/o RSM & Co., Unit- Bhartiya International Ltd, 2E/207, 2nd Floor, Caxton House, Jhandewalan Extension, New Delhi - 110055.

E-Voting Facility

In compliance with the provisions of the Act, Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to offer e-voting facility also as an alternate to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. In case Members desire to exercise their vote by e-voting facility, then they are requested to carefully read and follow the instructions for voting given in the Notes and cast their votes electronically between **Friday, 10th May, 2019 (9:30 A.M. IST) and Saturday, 8th June, 2019 (5:00 P.M. IST)**.

The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman of the Company or any Director or other person authorised by him. The result of the voting by Postal Ballot and E-voting will be declared in accordance with the provisions of Section 110 of the Act read with Rule 20 and 22 of the Rules on **Monday, 10th June, 2019** at the Registered Office of the Company. The results of Postal Ballot will be put up on the Company's website www.bhartiyafashion.com and will be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved by the Company with requisite majority, the resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or E-Voting i.e. 8th June, 2019.

SPECIAL BUSINESS TO BE PASSED THROUGH POSTAL BALLOT

ITEM NO. 1 - SPECIAL RESOLUTION

APPROVAL FOR APPOINTMENT OF MRS. ANNA PURNA DIXIT (DIN: 06844250) AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY

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 recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act,

(1)



[Handwritten signature]

2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Annapurna Dixit (DIN: 06844250), who was appointed as an Additional Director and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company for second term to hold office till 31st March, 2024.”

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) be and is hereby 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: 2 – SPECIAL RESOLUTION

APPROVAL FOR CONTINUATION OF MR. CHARANJIT LAL HANDA (DIN: 00928283) AS NON- EXECUTIVE AND INDEPENDENT DIRECTOR, ON ATTAINMENT OF THE AGE OF SEVENTY FIVE (75) YEARS

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from 1st April, 2019) including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of Members of the Company be and is hereby accorded for continuance of Directorship of Mr. Charanjit Lal Handa (DIN: 00928283), as Non-Executive and Independent Director of the Company, who has attained the age limit of 75 years on the existing terms and conditions, from the effective date of the said Amendment Regulations i.e. 1st April, 2019 till the expiry of his existing term i.e. till 26th September, 2022.

RESOLVED FURTHER THAT Mr. Charanjit Lal Handa (DIN: 00928283) being eligible to continue his directorship as Non-Executive Independent Director of the Company has submitted a declaration under Section 164 of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

ITEM NO: 3 – SPECIAL RESOLUTION

APPROVAL FOR CONTINUATION OF MR. SHASHANK (DIN: 01569514) AS NON- EXECUTIVE AND INDEPENDENT DIRECTOR, ON ATTAINING THE AGE OF SEVENTY FIVE (75) YEARS.

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from 1st April, 2019) including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of Members of the Company be and is hereby accorded for continuance of Directorship of Mr. Shashank (DIN: 01569514), as Non-Executive and Independent Director of the Company, even after attaining the age of 75 years on the existing terms and conditions till the expiry of his existing term i.e. till 26th September, 2022.

RESOLVED FURTHER THAT Mr. Shashank (DIN: 01569514) being eligible to continue his directorship as Non-Executive Independent Director of the Company has submitted a declaration under Section 164 of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

Place : Gurugram
Date : 03rd May, 2019

Registered Office:
56/7, Nallambakkam Village,
(Via Vandalur), Chennai, Tamil Nadu – 600048
Email: shares@bhartiya.com; Website: www.bhartiyafashion.com
Phone: +91-9551050418/21

By Order of the Board
For **Bhartiya International Limited**
sd/-

Shilpa Budhia
Company Secretary
(M. No. : A23564)



Shilpa Budhia

Notes:

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of Special Business as mentioned above is appended and forms part of the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on 3rd May, 2019. Voting rights shall be reckoned on the paid up value of the Equity Shares registered in the name of the Members as on that date. A person who is not a Member as on 3rd May, 2019, should treat this Notice for information purpose only.
3. The Board of Directors has appointed Mr. Ravi Sharma (CP No. 3666)/ Ms. Suman Pandey (CP No. 8404), Partners of RSM & Co, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The Postal Ballot Form and the self-addressed prepaid postage envelope are enclosed for use by the Members.
4. In terms of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, Physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered / speed post), along with a pre-paid postage self-addressed Business Reply Envelope.
5. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Members the facility to exercise their right to vote by electronic means as an alternative mechanism. For this purpose, the Company is availing e-voting platform of NSDL in order to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that remote e-voting is optional.
6. Members can opt for only one mode of voting, i.e. either by Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot will be treated as invalid.
7. The vote in this Postal Ballot cannot be exercised through proxy.
8. The voting (including remote e-voting) period commences at 09:30 a.m. IST on Friday, 10th May, 2019 and ends at 5:00 p.m. IST on Saturday, 8th June, 2019. The remote e-voting module shall be disabled by NSDL for voting thereafter.
9. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form or who have not received a Postal Ballot Form, can either download Postal Ballot Form from the Company's website www.bhartiyafashion.com or seek duplicate Postal Ballot Form from the Company or from Company's Registrar and Share Transfer Agent, Mas Services Ltd, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110 020, fill in the requisite details and send the same to the Scrutinizer at, Mr. Ravi Sharma / Ms. Suman Pandey, (Scrutinizer), C/o RSM & Co., Unif- Bhartiya International Ltd, , 2E/207, 2nd Floor, Caxton House, Jhandewalan Extension, New Delhi - 110055.
10. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the Assent (for) or Dissent (against) in the enclosed prepaid postage envelope so as to reach the Scrutinizer not later than 5:00 P.M. IST on Saturday, 8th June, 2019 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. Hence, Members are requested to send the duly completed Postal Ballot Form well before Saturday, 8th June, 2019 being the last date for receipt of Postal Ballot Forms by Scrutinizer, providing sufficient time for postal transit.
11. The results of the Postal Ballot will be announced on Monday, 10th June, 2019 at the Registered Office of the Company situated at 56/7, Nallambakkam Village, (Via Vandalur), Chennai, Tamil Nadu - 600048 by displaying the same on Notice Board and the results will also be informed to BSE Limited and National Stock Exchange of India Limited and shall also be posted on Company's website www.bhartiyafashion.com
12. Members who are holding shares in electronic form are requested to notify any correction / change in their name / address including PIN Code number immediately to their Depository Participant. In the event of non-availability of Members' latest address either in Company's records or in Depository Participant's records, Members are likely to miss notices and other valuable correspondence sent by the Company.



5/6/19 S. S. S. S.

13. Members who hold shares in physical form are requested to notify any change in their particulars like change in address, bank particulars, etc., to the Registrar and Share Transfer Agent viz., M/s. Mas Services Ltd , T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110020.
14. Members are requested to kindly mention their Folio Number / Client ID Number (in case of Demat shares) in all their correspondence with the Company's Registrar and Share Transfer Agent in order to reply to their queries promptly.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically.
16. Postal Ballot Form should be completed and signed by the Member(s) as per the specimen signature registered with the Company / Depository Participants. In case of joint-holding, this Form must be completed and signed (as per specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named joint holder only. There will be only one Postal Ballot Form for every Client ID/ Folio No. irrespective of the number of joint holders.
17. In case of equity shares held by Companies, Institutional shareholders (FPIs/ Foreign Institutional Investors/ Trust/ Mutual Funds/ Banks etc.) are requested to send a duly completed Postal Ballot Form accompanied by a certified copy of the Board Resolution/ Authority Letter together with the attested specimen signature(s) of the authorized signatory(ies) who are authorized to vote by Postal Ballot, shall be sent to the scrutinizer.
18. The Board of Directors has appointed Ms. Shilpa Budhia, Company Secretary and Compliance Officer of the Company as the designated person responsible for the entire Postal Ballot process.
19. The above resolutions passed by the Members through Postal Ballot shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or e-voting i.e. 8th June, 2019, as if the same have been passed at a General Meeting of the Members of the Company, if approved by the requisite majority based on Scrutinizer's Report.
20. Queries/Grievances regarding Postal Ballot may be addressed to the dedicated email address of the Company for Investor Grievances i.e. shares@bhartiya.com or at the Registered Office of the Company at 56/7, Nallambakkam Village, (Via Vandalur), Chennai, Tamil Nadu - 600048, Tel: +91- 9551050418/21.

VOTING THROUGH ELECTRONIC MEANS

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to the Members, to enable them to cast their votes on the resolutions proposed to be passed electronically as a part of Postal Ballot process. If a Member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case Members cast their vote both via physical Postal Ballot and e-voting, then e-voting shall prevail and voting done by physical Postal Ballot shall be treated as invalid.
- b) The Company has engaged the services of National Securities and Depository Ltd. ("NSDL") as the Authorized Agency to provide remote e-voting facilities.
- c) Members are requested to carefully read the instructions for remote e-voting before casting their votes. "Cut-off date" for determining the eligibility for voting either through electronic voting system or ballot is fixed as 3rd May, 2019. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
- d) The remote e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for remote e-voting:

Commencement of remote e-voting 9:30 a.m. IST, Friday, 10th May, 2019

End of remote e-voting 5:00 p.m. IST, Saturday, 8th June, 2019.

- e) **The instructions for Members voting electronically are as under:**
 - a. In case of Members receiving e-mail from NSDL (for members whose email IDs are registered with the Company/ Depository Participants(s)):
 - (i) Open e-mail and then open PDF file viz., "Bhartiya International Limited e-Voting.pdf" with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-voting. Please note that the password is an initial password;

- (ii) Launch internet browser by typing the following URL: www.evoting.nsdl.com;
- (iii) Click on shareholder – Login;
- (iv) Enter User ID and password as Initial password noted in step (i) above. Click Login;
- (v) Password change menu appears. Change the password with new password with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential;
- (vi) Home page of e-voting opens. Go to “e-voting” icon and select “Active e-voting Cycles”;
- (vii) Select “EVEN” of Bhartiya International Limited;
- (viii) Now Members are ready for e-voting as Cast Vote page opens;
- (ix) (Cast the vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted;
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed;
- (xi) Institutional Members (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. together with attested specimen signature of the duly Authorized Signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail: contact@csrsm.com with a copy marked to evoting@nsdl.co.in and shares@bhartiya.com ;
- (xii) Members who have cast their vote through Postal Ballot Form shall not be entitled to vote electronically; and
- (xiii) Members can cast their vote online from Friday, 10th May, 2019 (9:30 a.m. IST) to Saturday, 8th June, 2019 (5:00 p.m IST) through e-voting. Once the vote on a resolution is cast by the member, the member will not be allowed to change it subsequently. The e-voting will not be allowed beyond the aforesaid date and time.

The e-Voting module will be disabled by NSDL thereafter.

(b) In case of Shareholders’ receiving Postal Ballot Form by Post:

(i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(c) 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 Downloads section of www.evoting.nsdl.com.

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. In case Shareholders are holding shares in demat mode, USERID is the combination of (DP ID + Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).

(e) Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

(f) You can update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 REGARDING THE SPECIAL BUSINESS FORMING PART OF THE POSTAL BALLOT NOTICE

Item No. 1

Mrs. Annapurna Dixit is an Additional Independent Director of the Company and holds office of directorship till the ensuring Annual General Meeting of the Company. In accordance with Section 149 and other applicable provisions of

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the Companies Act, 2013 (the Act), Mrs. Annapurna Dixit, being eligible is proposed to be appointed as an Independent Director of the Company to hold office for a term up to 31st March, 2024.

Mrs. Annapurna Dixit aged about 71 years, a retired Information Commissioner, Central Information Commission, is a Graduate in Physics (Hons) and Masters and M. Phil in Education. Mrs. Dixit has worked for over two decades as an Officer in the India Country Office of the United Nations Children's Fund. Mrs. Dixit closely worked with the relevant Ministries of Government of India, State Governments, NCW, NHRC, IMA, NIPCCD and with NGOs for ensuring protection of rights of women and children.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given her diversified knowledge, acumen, experience and substantial contribution made by her during her tenure, her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. Annapurna Dixit as an Independent Director.

The resolution seeks the approval of members for the appointment of Mrs. Annapurna Dixit as an Independent Director of the Company to hold office for a term up to 31st March, 2024 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation. A notice proposing her candidature under Section 160 of the Companies Act, 2013 has been received from a member of the Company.

In the opinion of the Board of Directors, Mrs. Annapurna Dixit, the Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and she is independent of the Management. A copy of the draft letter for the appointment of Mrs. Annapurna Dixit as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days upto the date of the Annual General Meeting.

Mrs. Annapurna Dixit is interested in the resolution set out at Item No. 1 of the Notice, which pertains to her appointment. The relatives of Mrs. Annapurna Dixit may be deemed to be interested in the resolutions set out at Item No. 1 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board accordingly recommends the special resolution as set forth in Item No. 1 for the approval of the members.

Brief resume of Mrs. Annapurna Dixit, nature of her expertise in specific functional areas, name of companies in which she holds directorship and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Secretarial Standards and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in Annexure A of the Notice.

Item Nos. 2 and 3

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Charanjit Lal Handa (DIN: 00928283) and Mr. Shashank (DIN: 01569514), were re-appointed as Independent Directors of the Company at the 30th Annual General Meeting held on 27th September, 2017, to hold office till the expiry of their existing term i.e. 26th September, 2022.

The Board of Directors of the Company is of the opinion that Mr. Charanjit Lal Handa and Mr. Shashank are persons of integrity; possess relevant expertise and vast experience. The Board considers that given their diversified knowledge, acumen, experience and substantial contribution, their association as Non-executive and Independent Directors will be beneficial and in the best interest of the Company. In line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Amendment), 2018 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Directors recommend their continued association until expiry of their respective terms.

The brief resume of said Directors, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Postal Ballot Notice as Annexure A.



Shilpa Bhatnagar

The Board of Directors accordingly recommends the Special Resolutions as mentioned at Item nos. 2 and 3 of this Postal Ballot Notice for approval by Members of the Company.

Mr. Charanjit Lal Handa and Mr. Shashank are concerned / Interested in the Special Resolutions as set out at Item nos. 2 and 3 of the Notice with regard to continuance of their respective Directorships.

None of the other Directors and Key Managerial Personnel are deemed to be concerned or interested, financially or otherwise in the proposed Special Resolutions, except to the extent of their shareholding in the Company.

All documents referred to in the accompanying Postal Ballot Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11:00 A.M. and 1:00 P.M. on all working days except Sundays, up to the last date for receipt of duly filled in Postal Ballot Forms.

Place : Gurugram
Date : 03rd May, 2019

By Order of the Board
For Bhartiya International Limited

Registered Office:
56/7, Nallambakkam Village,
(Via Vandalur), Chennai, Tamil Nadu -600048
Email: shares@bhartiya.com; Website: www.bhartiyafashion.com
Phone: +91-9551050418/21

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



Shilpa Budhia

Annexure - A

Details of the Directors seeking appointment/ re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

Name of Director	Mrs. Annapurna Dixit	Mr. Charanjit Lal Handa	Mr. Shashank			
Date of Birth	06.06.1948	03.03.1937	27.07.1944			
DIN	06844250	00928283	01569514			
Nationality	Indian	Indian	Indian			
Qualifications	B.Sc, Physics (Hons) and Masters and M. Phil in Education	B. Sc, CAIIB	M.Sc. Physics			
Date of first appointment on the Board	18.09.2014	26.05.2004	30.07.2007			
Date of Appointment as an Independent Director in the current tenure	29.09.2018	27.09.2017	27.09.2017			
Expertise/Experience in specific functional areas	Retired Information Commissioner, Central Information Commission, is a Graduate in Physics (Hons) and Masters and M. Phil In Education. Mrs. Dixit has worked for over two decades as an Officer in the India Country Office of the United Nations Children's Fund. Mrs. Dixit closely worked with the relevant Ministries of Government of India, State Governments, NCW, NHRC, IMA, NIPCCD and with NGOs for ensuring protection of rights of women and children.	Professional with over 35 years' experience in various fields of Banking. His specializations are in Credit Management, Foreign Exchange and Merchant Banking.	Retired Foreign Secretary from the Government of India			
Directorships held in other companies	Roto Pumps Limited	Bhartiya Fashion Retail Ltd. J & J Leather Enterprises Ltd. Bhartiya International SEZ Ltd. Bhartiya Developers Consortium Private Limited	Hindustan Gum and Chemicals Ltd.			
Relationship with other Directors, Manager and other KMP of the Company	NIL	NIL	NIL			
Terms and conditions of appointment/ continuation of Directorship	As per Appointment Letter dated 29th September, 2018	As per Appointment Letter dated 27th September, 2017	As per Appointment Letter dated 27th September, 2017			
Details of last Remuneration drawn (F.Y. 2018-19)	Sitting Fees- Rs. 5556/-	Sitting Fees- Rs. 22777/-	Sitting Fees- Rs. 27221/-			
Details of proposed Remuneration	Sitting fees as may be approved by the Board, in accordance with the applicable provisions of law.	Sitting fees as may be approved by the Board, in accordance with the applicable provisions of law.	Sitting fees as may be approved by the Board, in accordance with the applicable provisions of law.			
Number of Meetings of the Board attended during the F.Y. 2018-19	No. of Board Meetings held 4	Board Meetings Attended 2	No. of Board Meetings held 4	Board Meetings Attended 3	No. of Board Meetings held 4	Board Meetings Attended 3
Chairman / Member of the Committee of the Board of Directors of this Company	Name of the Committees	Chairman / Member	Name of the Committees	Chairman / Member	Name of the Committees	Chairman / Member
			Audit Committee	Member	Audit Committee	Member
			Stakeholders Relationship Committee	Member	Stakeholders Relationship Committee	Member
			Nomination and Remuneration Committee	Member	Nomination and Remuneration Committee	Member
			Management Committee	Member		
Committee Membership in other Companies	Name of the Company	Name of the Committees	Chairman/ Member	Name of the Company	Name of the Committees	Chairman/ Member
				Bhartiya International SEZ Ltd.	Audit Committee	Member
Shareholding in the Company as on 31st March, 2019						

S. J. Gupta



BHARTIYA INTERNATIONAL LIMITED

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

CIN : L74899TN1987PLC111744 Tel. : +91 9551050418-21

E-mail : shares@bhartiya.com Website : www.bhartiyafashion.com

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Serial No

1. Name & address of the Sole/ First named Shareholder as registered with the Company
2. Name(s) of the Joint Shareholders(s): if any, registered with the Company
3. Registered Folio No./ DPID No. & Client ID No. (applicable to investors holding shares in electronic form)
4. No. of Shares held
5. I/We hereby exercise my/our vote in respect of the resolution(s) to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated 3rd May, 2019 by sending my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below:

Item No.	Brief Description of the Ordinary/Special Resolutions	No. of Equity Shares held	I / We assent to the Special Resolution (FOR)	I / We dissent to the Special Resolution (AGAINST)
1.	Special Resolution Approval for appointment of Mrs. Annapurna Dixit (DIN: 06844250) as Non-Executive and Independent Director of the company			
2.	Special Resolution Approval for continuation of Mr. Charanjit Lal Handa (DIN: 00928283) as Non- Executive and Independent Director, on attainment of the age of Seventy Five (75) years			
3.	Special Resolution Approval for continuation of Mr. Shashank (DIN: 01569514) as Non- Executive and Independent Director, on attaining the age of Seventy Five (75) years.			

Place :

Date :

Signature of the Shareholder(s)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note : Kindly read the instructions printed overleaf filing the form.
Last date of receipt of Postal Ballot Forms by Scrutinizer is 8th June, 2019.



P.T.O.

Shilpa Balle

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Ravi Sharma/Ms. Suman Pandey, Partners, M/s. RSM & Co., Company Secretaries, the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self-addressed business reply envelope bears the address of the Scrutinizer.
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Duly completed Postal Ballot Form should reach the scrutinizer not later than 8th June, 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., 8th June, 2019.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on Friday, 3rd May, 2019.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.



Ravi Sharma

