

Date: 19th October 2020

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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SUB: MINUTES OF THE 33RD ANNUAL GENERAL MEETING

Pursuant to Regulation 30 read with Schedule-III of SEBI (LODR) Regulations, 2015, please find enclosed the copy of minutes of the 33rd Annual General Meeting held on 29th September 2020 at 2:00 p.m. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') facility.

The above is for your information and records.

Thanking you,

Yours Sincerely,
For Bhartiya International Limited

Manoj Khattar
Whole-Time Director

Encl: a/a

BHARTIYA INTERNATIONAL LIMITED

MINUTES OF THE 33rd ANNUAL GENERAL MEETING OF THE MEMBERS OF BHARTIYA INTERNATIONAL LIMITED HELD ON TUESDAY, 29TH SEPTEMBER 2020 THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY.

COMMENCEMENT TIME: 2:00 P.M. AND CONCLUSION TIME: 2:30 P.M.

Present

Mr. Manoj Khattar	Whole-Time Director and Member
Mr. Sandeep Seth	Director and Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
Mr. C.L. Handa	Director and Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee

Also Present

Mr. Raj Kumar Chawla	Chief Financial Officer
Ms. Shilpa Budhia	Company Secretary
Mr. R. B. Sharma	Statutory Auditor, Partner (M/s. KASG & Co. Chartered Accountants)
Mr. Ravi Sharma	Secretarial Auditor, Partner (M/s. RSM & Co Company Secretaries) (Appointed as Scrutinizer for Remote E-voting and Insta Poll Voting)

Shareholders Present through Video Conference

Shareholders (In Person)	45
Shareholders (By Proxy)	0
Shareholders (Representative of Body Corporate)	4

1. CHAIRMAN

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

Mr. Ramesh Bhatia, Mr. Nikhil Aggarwal, Mr. Shashank, Mr. A. Sahasranaman, Mr. Robert Burton Moore Jr. and Mrs. Swathi M had expressed their inability to attend the Meeting and had requested leave of absence for the same.

The Company Secretary welcomed all the Directors, Chief Financial Officer, Auditors and Shareholders who joined the 33rd Annual General Meeting (AGM) of the Company through Video conference.


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The Company Secretary then introduced the members of the Board, Mr. Manoj Khattar, Mr. Sandeep Seth and Mr. C. L. Handa who had joined the Meeting through Video Conference. She also introduced the Chief Financial Officer, the Statutory Auditor and the Secretarial Auditor of the Company. The Board Members and other Dignitaries also greeted the shareholders who attended the Meeting through Video Conference.

The Company Secretary further informed that Mr. Manoj Khattar, Whole Time Director was going to preside over the Meeting as the Chairperson of the AGM.

The proceedings of the AGM were going to be recorded and the transcript of the Meeting would be uploaded on the website of the Company.

All the shareholders who had joined the Meeting were placed on mute mode by default to ensure smooth functioning and transmission of the Meeting's proceedings.

Since all the Members had joined the Meeting through Video Conferencing and other Audio Visual mode, pursuant to the Circular of Ministry of Corporate Affairs, the facility to appoint the proxy to attend and vote on behalf of the members was not available for this AGM.

QUORUM

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

At the outset, the Chairman welcomed all the members present through Video conference at the 33rd AGM of the Company.

He further informed the members that the Statutory Registers as required by the Companies Act, 2013 would be available for the Shareholders to view on request. The interested Shareholders who wish to inspect these documents were requested to Contact - Mr. Vinod Sandal (Mobile No. 9818040689) , Manager - Secretarial Department.

The Chairman further informed that there were no qualifications, observations or comments by the Statutory Auditor as well as the Secretarial Auditor, in their respective Audit Reports for the financial year ended 31st March, 2020.

With the consent of the members present, the Notice thereof convening the Meeting, the Report of the Board of Directors along with Annexures thereto and the Financial Statements for the financial year ended 31st March, 2020 as circulated to all the Members in compliance with the relevant circulars of MCA were taken as read.

Thereafter it was further informed that the Company had provided remote e-voting facility through CDSL e-voting system to enable the shareholders to cast their vote electronically. The remote e-voting period commenced on 9.30 A.M. on Saturday, 26th September, 2020 and ended on Monday, 28th September, 2020 at 5.00 P.M. The members were also informed that online voting would be open for 15 minutes at the conclusion of the meeting to enable those members who have not voted earlier through remote voting during the aforesaid period on all Ordinary business as set out in items 1 to 2 and Special Business as set out in items 3 to 5 of the Notice of the 33rd Annual General meeting.

It was also informed that Mr. Ravi Sharma, Partner of M/s. RSM & Co, had been appointed as the Scrutinizer.

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The members were informed that the Combined results of remote e-voting, and Online- Voting conducted at the meeting, would be declared by the Chairman of the meeting, within 48 hours from the conclusion of the meeting. The results to be declared for each resolution would indicate separately the votes casted by the Members in favour and against each resolutions and would be immediately intimated to the Stock Exchanges, NSE and BSE.

The members were informed that there were in total 5 (Five) resolutions proposed to be passed at the AGM and the same were forming part of the Notice of the AGM. Since the Notice had already been circulated to the Members and the resolution had been put to vote through remote e-voting, the resolutions were taken as read. For the benefit of members attending the Meeting, the Company Secretary provided a brief of the resolutions.

Following agenda and resolutions as mentioned in the Notice thereof of the AGM were deemed to be approved by the members:

1. ADOPTION OF FINANCIAL STATEMENTS AND REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON FOR THE YEAR ENDED 31ST MARCH 2020 (Ordinary Resolution)

"RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended 31st March 2020 together with Report of Auditors' and Board of Directors' thereon be and are hereby approved and adopted."

2. RE-APPOINTMENT OF MR. ROBERT BURTON MOORE JR (DIN: 08108097), AS DIRECTOR (ORDINARY RESOLUTION)

"RESOLVED THAT Mr. Robert Burton Moore Jr (DIN: 08108097), Director of the Company retiring by rotation and being eligible, be and is hereby re-appointed as Director of the Company."

3. RATIFICATION AND APPROVAL OF THE LIMIT OF REMUNERATION PAYABLE TO RELATED PARTY'S APPOINTMENT TO ANY OFFICE OR PLACE OF PROFIT (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 consultancy fees exceeding Rs. 2,50,000/- per month with effect from 1st July, 2020, to Mr. Robert Burton Moore Jr., (DIN 08108097), Director of the Company, who has been appointed as Consultant for 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


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necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

4. APPROVAL OF THE LIMIT OF REMUNERATION PAYABLE TO MR. ROBERT BURTON MOORE JR. (DIN 08108097) OVER AND ABOVE OTHER NON-EXECUTIVE DIRECTORS (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) (Amendment) Regulations, 2018, 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 Explanatory Statement, 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 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."

5. APPROVAL FOR APPOINTMENT OF MRS. SANNOVANDA MACHAIAH SWATHI (DIN: 06952954) AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY

"**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, 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. Sannovanda Machaiah Swathi (DIN: 06844250), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the Company by the Board of 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 and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 01st April, 2020 till 31st March, 2025, whose period of office will not be liable to retire by rotation."

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."

All the above resolutions were briefed and deemed to be read, the Chairperson then took over the proceedings and invited Members who had previously registered with the Company to raise queries, if any.

The Company Secretary requested the registered speakers to proceed with their queries one by one.



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The list of shareholders who had registered themselves to speak included:

Sl No.	Name of shareholders	DEMAT Account no.
1	Mr. Bharat Kapoor	IN30165310369881
2	Mr. Lokesh Gupta	1304140007635382
3	Mr. Jasmeet Singh	IN30226910987503
4	Mr. Pramod Kumar Jain	IN 30039414752520
5	Mr. Ajay kumar Jain	1203230004049043
6	Mr. Yash Pal Chopra	IN30070810592558

All the shareholders mentioned above raised their queries in the Meeting apart from Mr. Bharat Kapoor who did not speak at the AGM due to some technical fault.

The Chairperson and Mr. Raj Kumar Chawla, Chief Financial Officer of the Company responded to the concerns and queries raised by the Members to their satisfaction. The suggestions of the Members were noted by the Management.

The Chairperson thanked all the shareholders for their co-operation in conducting the Meeting through Video Conferencing for the first time.

Thereafter the Meeting was concluded by the Chairman at 2:30 p.m.

The results of the e-voting (attached as Annexure 1) was declared on 1st October, 2020 based on the consolidated Scrutiniser's report on e-voting conducted during the period from 9.30 A.M. on Saturday, 26th September, 2020 till Monday, 28th September, 2020 at 5.00 P.M. and e-voting conducted at the AGM.

The results declared along with the Scrutinizer's Report were placed on the Company's website and on the website of CDSL and the same was also communicated to BSE and NSE. All the resolutions as set out in item no. 1 to 5 of the Notice thereof were transacted and declared/approved with requisite majority.

Date: 19/10/2020
Place: Gurugram



CHAIRMAN

Date of entry in the minute book: 12.10.2020

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