

Date: 23<sup>rd</sup> July 2020

**BHARTIYA**  
FASHION

The Vice-President, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. - C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400051 Fax - 022-26598237/38  <b>NSE Symbol: BIL/EQ</b>	The General Manager, Listing Department, BSE Limited, Floor -25, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai- 400001 Fax - 022-22722037/39/41/61  <b>Scrip Code: 526666</b>
--	--

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: CERTIFICATE UNDER REGULATION 24A OF THE SECURITIES AND EXCHANGE BOARD  
OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)  
REGULATIONS, 2015**


Dear Sir/Madam,

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a certified copy of the Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March 2020 under Regulation 24A issued by M/s. R S M & Co., practicing Company Secretaries.

Kindly acknowledge the receipt of the same.

Thanking you,

**Yours Sincerely,  
For Bhartiya International Limited**

  
**Shilpa Budhia  
(Company Secretary)**



Encl.: a/a

To,  
The Board of Directors  
Bhartiya International Limited  
CIN: L74899TN1987PLC111744  
56/7, Nallambakkam Village (Via Vandalur)  
Chennai TN 600048

Sir/Madam,

**Annual Secretarial Compliance Report for the Financial Year 2019-20**

We have been engaged by Bhartiya International Limited ( herein after referred to as "the Company") bearing CIN L74899TN1987PLC111744 whose equity shares are listed on the National Stock Exchange of India Limited (Symbol BIL) and BSE Limited (Security Code **526666**) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's circular No CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliance by the company with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examination and verification as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

For RSM & Co.  
Company Secretaries



CS RAVI SHARMA  
Partner  
FCS: 4468 | COP No.: 3666  
UDIN: F004468B000493660

Date : 23<sup>rd</sup> July 2020  
Place : Delhi

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF BHARTIYA INTERNATIONAL LIMITED FOR THE  
YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015]

To,

The Board of Directors  
Bhartiya International Limited  
CIN: L74899TN1987PLC111744  
56/7, Nallambakkam Village (Via Vandalur)  
Chennai TN 600048

Sir/Madam,

We M/s RSM & Co. Company Secretaries have examined:-

- (a) All the documents and records made available to me and explanation provided by BHARTIYA INTERNATIONAL LIMITED ("the listed entity"),
- (b) The filings/submissions made by the listed entity to the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").
- (c) Website of the listed entity [www.bhartiya.com](http://www.bhartiya.com)
- (d) Any other documents/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31<sup>st</sup> March, 2020 ("Review Period") in respect of compliance with the provisions of:-

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 to the extent applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018 (**Not applicable to the Company during the Review Period**);



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- (d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 **(Not applicable to the Company during the Review Period)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 to the extent applicable;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Review Period)**;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable to the Company during the Review Period)**;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable;
- (i) The Depositories Act 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding the Companies Act and dealing with client to the extent to securities issued;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulation, 2009 to the extent applicable.

and circular/guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:-

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary
1	Regulation 34 of SEBI (LODR)	Delay in filing of Annual Report in XBRL Mode	The Company has submitted the Annual report in PDF Format as per the timeline mentioned in the Regulation 34 of SEBI LODR but the Company has not filed Annual report in XBRL Mode as per the SEBI Circular dated February 8, 2019 within time.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

- (c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard



Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:-

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practising Company Secretary, if any.
None				

- (d) The listed entity was not required to take any action actions as there was no observation made by the Practising Company Secretary (Secretarial Auditor) in previous year.
- (e) The Listed Entity has suitably modified the terms of appointment of its Statutory Auditors in compliance of Para 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

For R S M & Co.  
Company Secretaries



CS Ravi Sharma  
Partner  
FCS: 4468 | COP No.: 3666  
UDIN: F004468B000493660

Date : 23<sup>rd</sup> July 2020  
Place : Delhi