

**Date: 29<sup>th</sup> May 2019**

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>
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**BHARTIYA INTERNATIONAL  
LIMITED**  
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New Delhi Capital Region  
India  
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**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 period ended 31<sup>st</sup> March 2019 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*  
**Shilpa Budhia  
(Company Secretary)**



**Encl.: a/a**

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF BHARTIYA INTERNATIONAL LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

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

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

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, 2019 ("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 Financial Year 2018-2019);



- (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 Financial Year 2018-2019);
- (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 Financial Year 2018-2019);
- (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 Financial Year 2018-2019);
- (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.

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
	NIL	NIL	NIL

- (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: - **None**

Sr. No	Action taken by	Details of violation	Details of action taken E.g. warning, debarment, etc.	Observations/remarks of the Practising Company Secretary, if any.
<b>N o n e</b>				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:- **(This report being the first report, hence not applicable)**

Sr. No	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended..... (The years are to be mentioned )	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
<b>N. A.</b>				

For R S M & Co.  
Company Secretaries

  
**Ravi Sharma**  
**Partner**  
M.No. 4468  
CP No. 3666



Date : 27<sup>th</sup> May, 2019  
Place : Gurgaon