

BHARTIYA INTERNATIONAL LIMITED

MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF BHARTIYA INTERNATIONAL LTD. HELD ON WEDNESDAY, 8TH FEBRUARY, 2012 AT 12.00 NOON AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI-110010.

Present:

Mr. C.L.Handa	Director
Mr. A.K.Gadhok	Director

Also Present:

Mr. Sanjay Govil	Vice President (Finance)
Mr. Manoj Khattar	Vice President (Accounts)

Invitees:

Mr. Ajay Malhotra	Group CFO
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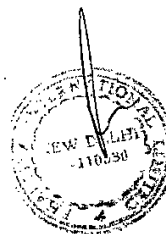
In Attendance:

Mrs. Deepti Gambhir	Company Secretary
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Shareholders Present:

Shareholders (in Person)	870 (approx. as per the attendance slips)
Shareholders (by proxy)	60

[The Register of Directors' Shareholding, Shareholders' Register, Proxy Register, etc. were made available at the commencement of Extra-Ordinary General Meeting of the Company and remained open and accessible during the continuance of the meeting.]



**CHAIRMAN'S
INITIALS**

[Handwritten signature]

(EGM) DATE: - 8.02.2012

Mr. S.N. Vohra proposed Mr. C.L.Handa to take the chair, proposal was seconded by Mr. Jai Prakash Narain.

Mr. C.L.Handa, elected as the Chairman of the meeting unanimously, took the chair along with other Directors and Members of the Company.

Mr. Manoj Khattar, Vice President (Accounts) welcomed the Members & introduced the Dignitaries seated on the dias.

Company Secretary confirmed that the requisite quorum for the Meeting was present and requested the Chairman to proceed with the Meeting.

Chairman welcomed the Members of the Company and explained the activities of the Company. General questions were asked by the shareholders and were suitably replied by the Chairman.

Thereafter at the direction of the Chairman and with the permission of the members present, Notice of the Extra-Ordinary General Meeting having been previously circulated to the members were taken as read.

The Chairman then took up the business agenda as per the Notice of Extra-Ordinary General Meeting with the general consent of the shareholders.

SPECIAL BUSINESS

The following resolution was proposed by Mr. Rakesh Kumar & seconded by Mr. Prem Anand



CHAIRMAN'S INITIALS

[Handwritten initials]

REGD.

(EGM) DATE: - 8.02.2012

1. PREFERENTIAL ISSUE OF WARRANTS HAVING ATTACHED THERETO THE RIGHT TO SUBSCRIBE FOR EQUAL NUMBER OF EQUITY SHARES (as a Special Resolution)

"RESOLVED THAT pursuant to the provisions of section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and in accordance with the Memorandum and Articles of Association of the Company, Guidelines for preferential issue of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subject to such approvals, consents, permissions or sanctions of the appropriate authorities as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board", which term shall be deemed to include for the purposes of this resolution any "Committee of Directors") to issue 8,00,000 (Eight Lac only) Warrants to promoters and 2,00,000 (Two Lac only) warrants to non-promoters at a price of Rs.60/- per Warrant having attached thereto the right to subscribe for equal number of Equity Shares of Rs. 10/- each at a premium of Rs.50/- per Equity Share, on conversion within a period of 18 months from the date of allotment of the Warrants (in one or more tranches), in cash aggregating to Rs.6,00,00,000/- (Rupees Six Crore only) (the price calculated with reference to 9th January, 2012, being the relevant date), on such terms and conditions and in such manner as may be deemed appropriate and beneficial to the Company and decided by the Board to the following Bodies Corporate:-

Entity	No. of Warrants
Body Corporate (Promoter group) Bhartiya Global Holdings Pvt. Ltd.	800000
Body Corporate (Non-Promoter group) Appeal Holdings Pvt. Ltd.	200000
Total	1000000

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CHAIRMAN'S
INITIALS

(EGM) DATE: - 8.02.2012

FURTHER RESOLVED THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to issue / allot Warrants and Equity Shares arising on exercising the right attached to the Warrants and do all such things and acts as may be necessary and expedient and to settle any question or matter that may arise in connection therewith."

Several questions were asked by the Members and were suitably replied.

The resolution was then put to vote by show of hands and was passed unanimously.

Thereafter the following resolution was proposed and passed by show of hands :

2. ALTERATION OF ARTICLES OF ASSOCIATION (as a Special Resolution)

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act,1956, Articles of Association of the Company be and are hereby altered by inserting the following two new Articles i.e.79A and 142A after existing Article 79 and Article 142 respectively:

79A : Participation in General Meeting(s) of the Members through electronic mode

(1) Notwithstanding anything contrary contained in the Articles of Association, the Company may, in pursuance of and subject to compliance with the provisions of applicable rules, regulations, circulars, guidelines, notifications etc. as may be specified by the Ministry of Corporate Affairs (MCA) , Security & Exchange Board of India (SEBI) , Stock Exchanges or any other competent authority and the provisions, if any, which may be laid down in this regard by any amendment in or re-enactment of the Companies Act, 1956 or by the rules, regulations, etc. made there under or the Listing Agreement with the Stock Exchanges, from time to time allow

CHAIRMAN'S INITIALS



Shrawati
REGD.

(EGM) DATE: - 8.02.2012

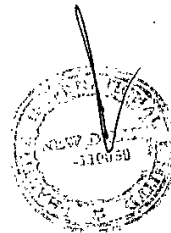
the member(s) of the Company to participate in the General Meetings of the members through any type of electronic mode like video conferencing etc. and the members so participating shall be deemed to be present in such General Meeting(s) for the purpose of the quorum, voting, recording of minutes and all other relevant provisions in this regard.

(2) For conducting the aforesaid meetings, the Company shall follow the procedure specified under the applicable laws for the time being in force and the rules, regulations, circulars, notifications, guidelines etc. issued/ to be issued from time to time by the Ministry of Corporate Affairs(MCA) , Security & Exchange Board of India (SEBI), Stock Exchanges or any other competent authority(ies) in this regard.

142A: Participation in Board and Committee Meeting(s) of Directors through electronic mode

(1) Notwithstanding anything contrary contained in the Articles of Association, the Company may, in pursuance of and subject to compliance with the provisions of applicable rules, regulations, circulars, guidelines, notifications etc. as may be specified by the Ministry of Corporate Affairs (MCA) , Security & Exchange Board of India. (SEBI) , Stock Exchanges or any other competent authority and the provisions, if any, which may be laid down in this regard by any amendment in or re-enactment of the Companies Act, 1956 or by the rules, regulations, etc. made there under or the Listing Agreement with the Stock Exchanges, from time to time the Directors may participate in the Meetings of the Board or any Committee of the Directors through any type of electronic mode like video conferencing etc. and the Directors so participating shall be deemed to be present in the Meeting(s) for the purposes of the quorum, voting, recording of minutes and all other relevant provisions in this regard.

(2) For conducting the aforesaid meetings, the Company shall follow the procedure specified under the applicable laws for the time being in force and the rules, regulations, circulars, notifications, guidelines etc. issued/ to



CHAIRMAN'S
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be issued from time to time by the Ministry of Corporate Affairs(MCA) , Security & Exchange Board of India (SEBI), Stock Exchanges or any other competent authority(ies) in this regard.

Proposed by Ms. Kiran Sharma
Seconded by Mr. Parmod Jain
Passed Unanimously

After a Vote of Thanks to the Chair , the Chairman thanked the Members and declared the Meeting as concluded.

For Bhartiya International Ltd.


C.L. Handa
(Chairman)

Place: New Delhi

Date: 8-2-2012



CHAIRMAN'S
INITIALS