

BHARTIYA INTERNATIONAL LIMITED

Regd. Office: - E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110030
 CIN - L74899DL1987PLC026607 | T: +91 124 488 8555 | F: +91 124 488 8500
 E: bhartiya@bhartiya.com | Website: www.bhartiya.com

NOTICE

Notice is hereby given that an Extra - Ordinary General Meeting of the members of Bhartiya International Ltd. will be held on Thursday, 5th June, 2014 at 10.00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, Institutional Area, New Delhi-110003 to transact the following Business:-

SPECIAL BUSINESS**1. Preferential Issue of Warrants having attached thereto the right to subscribe for equal number of Equity Shares.**

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 provisions of Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 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 5,00,000 (Five Lac Only) Warrants to promoters at a price of Rs. 240/- per Warrant having attached thereto the right to subscribe for equal number of Equity Shares of Rs. 10/- each at a premium of Rs. 230/- 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. 12,00,00,000/- (Rupees Twelve Crores only) (the price calculated with reference to 6th May, 2014, 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 Body Corporate:-

Entity	No. of Warrants
Body Corporate (Promoter group)	
Bhartiya Global Holdings Private Limited	5,00,000
Total	5,00,000

RESOLVED FURTHER THAT the new equity shares which will be issued on conversion of warrants shall rank pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Certificate issued by the Statutory Auditors of the Company in accordance with the SEBI Regulations and laid before the meeting be and is hereby noted.

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."

By order of the Board

A.K.Gadhok
Whole-time Director

New Delhi, 6th May, 2014

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not be act as a proxy for any other person or shareholder. The instrument appointing a proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts is annexed hereto.
3. In accordance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the company is pleased to provide the facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

The instructions for the shareholders for e-voting are as under:

A. In case of Shareholders receiving e-mail from NSDL:

- i) Open email and open the PDF file viz, "Bhartiya e-voting.pdf" with your client ID or Folio No. as password. The said PDF file contains 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: <https://www.evoting.nsdl.com/>;
- iii) Click on Shareholder – Login;
- iv) Insert user ID and password as initial password noted in step (i) above. Click Login;
- v) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- vi) Home Page of e-Voting opens. Click on e-Voting: Active EVoting Cycles;
- vii) Select "EVEN" of Bhartiya International Limited;
- viii) Now you are ready for e-voting as Cast Vote page opens;
- ix) Cast your 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) Once you have voted on the resolution, you will not be allowed to modify your vote;
- xii) For the votes to be considered valid, the Institutional shareholders (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 at info.rsmco@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case of Shareholders who have not registered their e-mail Id and will be receiving physical copy of the Notice of EGM:

- i) User ID and Password is provided at the top of the attendance sheet.
 - ii) Please follow all steps from Sl.No. (ii) to Sl. No. (xii) above, to cast vote.
4. 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.
 5. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
 6. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the following voting period:

Commencement of e-voting: From 9.30 a.m. on 30th May, 2014

End of e-voting: Upto 6.00 p.m. on 1st June, 2014.

E-Voting shall not be allowed beyond 6.00 p.m. of 1st June, 2014. During the e-voting period, Shareholders of the Company, holding shares as on 02.05.2014 either in physical form or in dematerialized form may cast their vote electronically.

7. The Company has appointed Mr. Ravi Sharma, Partner of RSM & Co, Practicing Company Secretary, as 'Scrutinizer' for conducting the e-voting process for the Extra-Ordinary General Meeting in a fair and transparent manner.
8. Members/ Proxies should fill the Attendance Slip for attending the Meeting. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification for attendance at the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 1 Preferential Issue of Warrants having attached thereto the right to subscribe for equal number of Equity Shares

The Company wants to raise long term funds to finance its growth plans of the Company, market development, strengthen financial structure, enhancing liquidity, working capital resources and for general corporate purposes. Hence, the Board of Directors has decided to issue 5,00,000 (Five Lac only) Warrants at a price of Rs. 240/- per Warrant having attached thereto the right to subscribe for equal number of Equity Shares of Rs.10/- each at a premium of Rs. 230/- per Share. The proposed issue of the Warrants as mentioned in the resolution will infuse a sum of Rs 12,00,00,000/- (Rupees Twelve Crores only) in the Company.

The salient features of the Preferential Issue are:

1. The relevant date in relation to the above mentioned Preferential Issue of Warrants for the purpose of determining the issue price under the SEBI Guidelines on Preferential issue is 6th May, 2014 . The issue price has been fixed in accordance with SEBI Guidelines.
2. The rights attached to the Warrants to subscribe for equal number of Equity Shares of Rs.10/- each at a premium of Rs. 230/- per Equity Share in the Share Capital of the Company shall be exercised within a period of 18 months from the date of allotment of the Warrants.
3. The Warrants, to be issued to proposed Body Corporate shall be locked in for a period as per SEBI Guidelines on Preferential issue.
4. To the extent permitted as per the existing provisions of law in this regard, the Equity Shares resulting from the Warrants to be allotted on exercising the right attached thereto shall rank *pari passu* in all respects with the then existing Equity Shares including dividend entitlement.
5. Letter of Intent to subscribe for the Warrants has been obtained from the proposed allottee and is kept open for inspection at the registered office of the Company on all working days during the working hours upto the date of ensuing Extra-ordinary General Meeting.
6. In case of Warrants, atleast 25% of the value of each Warrant shall be payable at the time of allotment thereof and the balance at the time of exercising the right to subscribe for Equity Shares. The said amount of 25% shall be forfeited proportionately if the right to acquire the Shares is not exercised fully or in part thereof.

As required by the SEBI (ICDR) Regulations, 2009 on Preferential Issue, a certificate from the Statutory Auditors has been obtained, to the effect that the proposed allotment will be made in accordance with the said Guidelines and will be placed at the meeting stating that the issue is made according to SEBI Guidelines and will be open for inspection at the registered office of the Company on all working days during the working hours upto the date of ensuing Extra-Ordinary General Meeting.

In terms of Chapter VII of the SEBI (ICDR) Regulations, 2009 on preferential issue for the time being in force on the date of this notice, the facts are as under:

(a) Objects of the Proposed Preferential Issue:

The funds to be raised from the proposed Preferential Issue of Warrants and Equity Shares arising on exercising the right attached to the Warrants pursuant to this resolution will be utilized to finance the growth plans of the Company, market development, strengthen financial structure, enhancing liquidity, working capital resources and for general corporate purposes.

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(b) Intention of Promoters/ Directors/ Key Managerial Personnel to subscribe to the proposed Preferential offer:

Bhartiya Global Holdings Private Limited, the Promoter group company intends to subscribe to the offer being proposed for the shareholders' approval as mentioned herein.

The intention and primary objective of the Investor to subscribe to the warrants through this Preferential Issue is to participate in the growth and development of the business of the Company.

(c) Shareholding pattern before and after the proposed Preferential offer

Category	Pre Issue		Post Issue [#]	
	No of Shares held	% of Shares held	No. of Shares held	% of Shares held
A. Promoters Holding				
Snehdeep Aggarwal	1143362	10.33	1143362	9.80
Kanwal Aggarwal	60374	0.55	60374	0.52
Arjun Aggarwal	496150	4.48	496150	4.25
Parushini Aggarwal	7500	0.07	7500	0.06
Pawan Aggarwal	5000	0.05	5000	0.04
Ramesh Bhatia	340250	3.08	340250	2.92
Snehdeep & Co. HUF	50000	0.45	50000	0.43
Bhartiya Global Holdings Pvt. Ltd	1350000	12.20	1850000	15.86
Bhartiya Finstock Pvt. Ltd	657931	5.95	657931	5.64
Bhartiya Infotech Pvt. Ltd	1000000	9.04	1000000	8.58
R. L. Bhatia Associates Pvt Ltd	30000	0.27	30000	0.26
SUB TOTAL (A)	5140567	46.47	5640567	48.36
(B) Non Promoters Holding				
Mutual Funds/UTI	3000	0.03	3000	0.03
Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non-Govt, Institutions)	800	0.01	800	0.01
Foreign Institutional Investors	26963	0.24	26963	0.23
NRIs/OCBs	294368	2.66	294368	2.52
Bodies Corporate	3702373	33.46	3702373	31.74
Indian Public	1895777	17.13	1995777	17.11
SUB TOTAL (B)	5923281	53.53	6023281	51.64
Total (A+B)	11063848	100.00	11663848	100.00

The above Shareholding pattern may change upon transfer of Shares by existing Shareholders of the Company from time to time.

Post issue Shareholding pattern:

* It Includes 1,00,000 Warrants allotted on 7.12.2012 pending for conversion into Equity and 5,00,000 Equity Shares which will be allotted on exercising the right attached to the Warrants to be issued on preferential basis.

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On allotment of the Warrants on preferential basis against which equal number of Equity Shares will be allotted on exercising the right attached thereto, no change in management control is contemplated.

(d) Proposed time frame within which the allotment shall be completed

The allotment of Warrants is proposed to be completed within a period of 15 days from the date of passing of the resolution at the Extra-Ordinary General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of receipt of such approval.

As per SEBI Guidelines, the Warrant holders shall have the right to subscribe for one Equity Share of Rs.10/- each against each Warrant held by them at a price of Rs. 240/- (including a premium of Rs. 230/- per Equity Share) in one or more tranches, before the expiry of 18 months from the date of allotment of the Warrants.

(e) Identity of the proposed allottees and the percentage of Post Preferential Issued Capital that may be held by them

The identity of the proposed Body Corporate:

Entity	No. of Equity Shares (pre allotment)	No. of Warrants to be allotted	Post preferential holding (on conversion)	Percentage (Post Preferential)
Body Corporate (Promoter group) Bhartiya Global Holdings Private Limited	13,50,000	5,00,000	18,50,000	15.86

(f) Undertaking

The issuer undertakes to re-compute the price of the specified securities in terms of the provisions of SEBI (ICDR) Regulations, 2009 if it is required to do so.

(g) Lock-in

The Equity Shares allotted pursuant to the proposed preferential issue, shall be subject to applicable lock-in as per SEBI (ICDR) Regulations, 2009 or any other amendment thereto or as per any requirement of the Stock Exchanges. Provided however that where the price of the shares are re-computed as required under the provisions of the SEBI (ICDR) Regulations, 2009 and if the amount payable by the allottees on account of the re-computation of the price is not paid within the time stipulated by the Company, the Equity Shares issued to such allottees shall continue to be locked-in till the time such amount is paid by the allottees.

The Directors feel that the proposed preferential issue of convertible Warrants will increase the Shareholders' value/ growth in the long term and therefore, your Directors recommend the Special Resolution at Item No. 1 as set out in the notice for the approval of members.

Mr. Snehideep Aggarwal, Managing Director of the Company is concerned or interested in passing of this resolution. No other Director/Key Managerial Personnel of the Company and their relatives are concerned or interested in this resolution.

By order of the Board

A.K.Gadhok
Whole-time Director

New Delhi, 6th May, 2014

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PROXY FORM (MGT-11)

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : L74899DL1987PLC026607
Name of the Company : Bhartiya International Limited
Registered Office : E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110030.
Name of the Member : _____
Registered Address : _____
Email ID : _____
Regd. Folio No./Client ID : _____
DPID : _____

I/we, being a member/members of shares of the above named Company, hereby appoint

Name of the Member : _____
Registered Address : _____
Email ID : _____

Signature : _____
Or failing him/her

Name of the Member : _____
Registered Address : _____
Email ID : _____

Signature : _____
Or failing him/her

Name of the Member : _____
Registered Address : _____
Email ID : _____

Signature : _____

as my/ our Proxy to attend and vote(on a poll) for me/us on my/our behalf at the Extra - Ordinary General Meeting of the Company to be held on Thursday, 5th day of June, 2014 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, Institutional Area, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

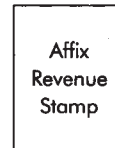
Resolution No.1

To approve issue of 5,00,000 convertible warrants to Promoter Group

Signed this _____ day of _____ 2014

Signature of Shareholder : _____

Signature of Proxy Holder(s) _____

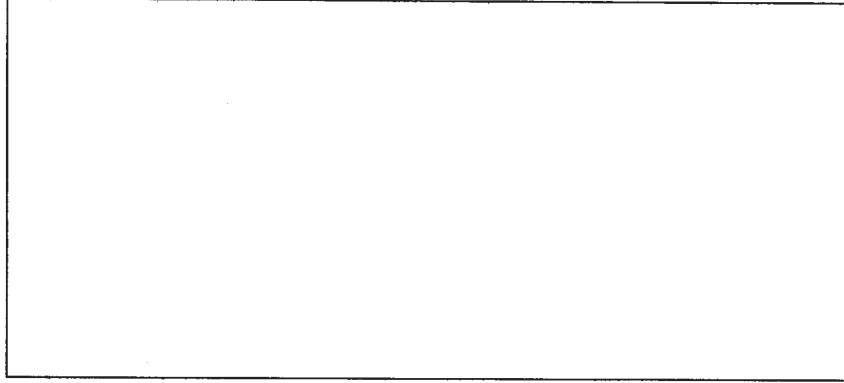


Notes:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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ELECTRONIC VOTING PARTICULARS

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

----- **TEAR HERE** -----

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ATTENDANCE SLIP

Regd. Folio No. / DP ID - Client ID : _____
Name & Address of First/Sole Shareholder : _____
No. of Shares held : _____

I hereby record my presence at the Extraordinary General Meeting of the Company to be held on Thursday, 5th day of June, 2014 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi road, Institutional Area, New Delhi-110003 .

Signature of Member/Proxy

Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting
- b) Member I Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed