

**BHARTIYA INTERNATIONAL LIMITED**

**MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF BHARTIYA INTERNATIONAL LTD. HELD ON THURSDAY, 5<sup>TH</sup> JUNE, 2014 AT 10:00 A.M. AT SRI SATHYA SAI INTERNATIONAL CENTER, PRAGATI VIHAR, LODHI ROAD, INSTITUTIONAL AREA, NEW DELHI-110 030**

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**Present:**

|                  |          |
|------------------|----------|
| Mr. A. K. Gadhok | Director |
| Mr. Sandeep Seth | Director |

**In attendance**

|                   |                         |
|-------------------|-------------------------|
| Mr. Manoj Khattar | Chief Financial Officer |
| Ms. Shilpa Budhia | Company Secretary       |

**Members Present:**

265 members in person, 39 members through proxy and 1 representative of Body Corporate

Also, present was Mr. Ravi Sharma, Practicing Company Secretary, partner of M/s. RSM & Co., Company Secretaries, appointed as Scrutinizer for e-voting and for conducting the poll at the Meeting.

Mr. Manoj Khattar, Chief Financial Officer welcomed the Members and introduced the dignitaries seated on the dais.

Ms. Shilpa Budhia, Company Secretary further informed the members that the proxies, statutory registers and records as required under the law were available at the commencement of the meeting and the same remained open and accessible during the continuance of the meeting to any member having right to attend the meeting.

**Chairman**

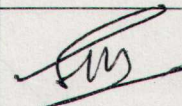
The Directors present decided that Mr. A. K. Gadhok will chair the Meeting.

**Quorum**

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

The Chairman welcomed the members at the Extraordinary General Meeting.

CHAIRMAN'S  
INITIALS



# MINUTE BOOK

The Chairman stated that being a listed entity, the Company had provided a facility to its members to transact the business set out in the Notice for the meeting through Electronic Voting System (e-voting) and had used the platform provided by National Securities Depository Limited ("NSDL") for e-voting. The said e-voting facility was available from May 30, 2014 to June 1, 2014. Mr. Ravi Sharma, Practicing Company Secretary, partner of M/s. RSM & Co., Company Secretaries was appointed as Scrutinizer for e-voting.

The Chairman requested the Scrutinizer to submit the report for E-voting.

Mr. Ravi Sharma handed over the Scrutinizers Report on results of e-voting to the Chairman. With the permission of the members present, the Chairman announced the following results of e-voting:

| Particulars                                  | Number of Members who cast electronically | Number of Equity Shares of the Nominal Value of Rs.10/- each (Votes) |
|--|---|--|
| Total Votes received through Electronic Mode | 1   | 1000000  |
| Total Number of Invalid Votes                | NIL                                       | NIL  |
| Total Number of Valid Votes                  | 1   | 1000000  |

At the direction of the Chairman and with the permission of the members present, Notice having been previously circulated to the members was taken as read.

Thereafter with the general consent of the shareholders the agenda item as per the Notice dated May 6, 2014 was taken up for consideration.

## SPECIAL BUSINESS

### **1. PREFERENTIAL ISSUE OF WARRANTS HAVING ATTACHED THERETO THE RIGHT TO SUBSCRIBE FOR EQUAL NUMBER OF EQUITY SHARES**

The Chairman informed that voting on resolutions to be passed at the meeting having been carried out electronically, pursuant to provisions of section 107 of the Companies Act, 2013 the resolutions were not required to be put to vote on show of hands and requested the members to cast their vote through poll on the following special resolution:

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INITIALS

*W. S. H.*

**“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 6<sup>th</sup> 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 |
|--|-----------------|
| <b>Body Corporate (Promoter group)</b>   |                 |
| Bhartiya Global Holdings Private Limited | 5,00,000        |
| <b>Total</b>                             | <b>5,00,000</b> |

**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.

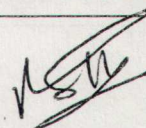
**RESOLVED FURTHER THAT** the Certificate issued by the Statutory Auditors of the Company in accordance with the SEBI Regulations and laid before the meeting be and is hereby noted.

**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.”

The Scrutinizer showed before the shareholders the emptied 2 Ballot boxes and then sealed the boxes and placed before the shareholders to cast their votes.

The Chairman requested the shareholders to put their ballot papers inside the ballot boxes kept there.

CHAIRMAN'S  
INITIALS



# MINUTE BOOK

The Ballot boxes were sealed by the Scrutinizer after all the shareholders had casted their vote. The Scrutinizer took the custody of those 2 Ballot Boxes (with votes casted) for counting and for ascertaining the results of votes casted.

As it would take some time to count the votes and to ascertain the results of voting by the Scrutinizer, Company Secretary announced that the results of Voting would be placed at the Company's website as per the procedure after declaration of the result by the Chairman and would be available at the registered office of the Company for inspection by the members.

After vote of thanks by the Company Secretary, the Chairman concluded the Meeting. The Chairman then declared the Meeting as closed and the shareholders disbursed from the venue.

Pursuant to applicable provisions of the New Companies Act 2013 and rules thereunder along with relevant clause under the Listing Agreement with the Stock exchanges, the results of voting as reported by the Scrutinizers in their Report is enclosed as Annexure

Date: June 18, 2014  
Place: New Delhi

  
CHAIRMAN

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**Annexure**

Based on the report submitted by the Scrutinizer the Chairman declared the results as under:

| Particulars  | In favour of resolution |                      |             | Against the resolution |                      |             | Invalid votes |
|--|-------------------------|----------------------|-------------|------------------------|----------------------|-------------|---------------|
|  | No. of shareholders     | No. of shares /votes | % of shares | No. of shareholders    | No. of shares /votes | % of shares |               |
| Item no. 1 -<br>Preferential issue of warrants having rights attached thereto the right to subscribe for equal number of Equity Shares | Through E-voting        |                      |             |                        |                      |             |               |
|  | 1                       | 10,00,000            | 100%        | -                      | -                    | -           | -             |
|  | Through Poll            |                      |             |                        |                      |             |               |
|  | 116                     | 5484417              | 99.99%      | 1                      | 1                    | 0.001 %     | 14            |

Accordingly, the resolution has been passed with overwhelming majority.

CHAIRMAN'S INITIALS

