

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of Bhartiya International Limited will be held on Monday, 8th September, 2014 at 11.00 A.M. at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, Institutional Area, New Delhi-110 003 to transact the following Business:-

ORDINARY BUSINESS:-

Item No. 1- Adoption of Financial Statements

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014, including the audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Item No. 2- Declaration of Dividend

To declare Final Dividend on Equity Shares for the Financial Year 2013-2014.

Item No. 3- Appointment of Director

To appoint a Director in place of Mr. Ramesh Bhatia (DIN: 00052320), who retires by rotation and being eligible, seeks re-appointment.

Item No. 4- Appointment of Auditors

To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors, M/s. Sushil Poddar & Co., Chartered Accountants (Registration No. 014969N), be and are hereby re-appointed as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of the fourth consecutive Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the auditors, and that such remuneration may be paid as may be agreed upon between the auditors and the Board of Directors."

SPECIAL BUSINESS:-

Item No. 5- To re-appoint Mr. Snehdeep Aggarwal (DIN: 00928080) as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of Mr. Snehdeep Aggarwal (DIN: 00928080), as Managing Director of the Company, for a period of 5 (five) years with effect from 1st April, 2014, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Snehdeep Aggarwal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Snehdeep Aggarwal as Salary, Perquisites and any other allowances shall be governed by and be subject to the ceilings and provisions provided under Section II of Part II of Schedule V of the Companies Act, 2013 or such other limit as may be prescribed by the Government from time to time as minimum remuneration, unless permission from Central Government is obtained for paying more.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

BHARTIYA INTERNATIONAL LTD.

Item No. 6- To re-appoint Mr. A. K. Gadhok (DIN: 01254410) as Whole-Time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of Mr. A. K. Gadhok (DIN: 01254410) as Whole Time Director of the Company, for a period of 5 (five) years with effect from 1st April, 2014, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. A. K. Gadhok, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. A. K. Gadhok as Salary, Perquisites and any other allowances shall be governed by and be subject to the ceilings and provisions provided under Section II of Part II of Schedule V of the Companies Act, 2013 or such other limit as may be prescribed by the Government from time to time as minimum remuneration, unless permission from Central Government is obtained for paying more.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item no. 7 - Authorization to the Board of Directors under Section 180(1)(c) of the Companies Act, 2013

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:-

“RESOLVED THAT in supersession of the Ordinary Resolution passed by the Company with respect to the borrowing powers of the Board of Directors at their Annual General Meeting held on 23rd September, 2013, consent of the Company be and is hereby accorded pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), or any other statutory modification or re-enactment thereof, to the Board of Directors (hereinafter referred to as the “Board” which term shall include any ‘Committee of the Board’ for the time being) for borrowing moneys, for and on behalf of the Company, from time to time from State or Central Government or one or more Bodies Corporate, or Banks or Financial Institutions or Overseas Corporate Bodies or Foreign Financial Institutions or any other agency either domestic or foreign or public either resident/ non-resident by way of cash credits, advances, deposits or bridge loans or any other loans (apart from temporary loans obtained from time to time from the Company’s bankers in the ordinary course of business) either in Indian Currency or in Foreign Currency, in excess of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board may, from time to time, deem necessary for the purpose of the Company, provided that the sum or sums so borrowed and remaining outstanding at any one time on account of principal shall not exceed in the aggregate Rs. 700 crores.

FURTHER RESOLVED THAT the Board of the Company be and is hereby authorized to do, perform all acts, deeds and things as may be necessary, desirable or expedient to give effect to the above resolution.”

Item no. 8 - Authorization to the Board of Directors under Section 180(1)(a) of the Companies Act, 2013

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:-

“RESOLVED THAT in supersession of the Ordinary Resolution passed by the Company under Section 293(1)(a) of the Companies Act, 1956 at their Annual General Meeting held on 23rd September, 2013, consent of the Company be and is hereby accorded pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), or any other statutory modification or re-enactment thereof, to the Board of Directors (hereinafter referred to as the “Board” which term shall include any ‘Committee of the Board’ for the time being) for mortgaging and/or charging, on such terms and conditions as may be agreed upon, all or any part of the immovable assets of the Company, wheresoever situate both present and future or floating charge on all or any movable properties of the Company, wheresoever situate both present and future (subject to mortgages/ charges/ hypothecations/ created/ to be created by the existing lenders) in favour of Banks, Financial Institutions, any other Lenders or Debenture Trustees to secure the amounts borrowed/ to be borrowed by the Company from time to time for the due payment of the principal together with interest costs, charges, expenses, and all other moneys payable by the Company in respect of such borrowings upto a maximum of Rs. 700 crores.

BHARTIYA INTERNATIONAL LTD.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the secured lenders the documents for creating the aforesaid mortgage and/ or charge and to do all such acts and deeds as may be necessary for giving effect to this Resolution."

Item no. 9 - To appoint Mr. Sandeep Seth (DIN: 01408624) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sandeep Seth (DIN: 01408624), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2017."

Item no. 10 - To appoint Mr. Shashank(DIN: 01569514) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Shashank (DIN: 01569514), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2017."

Item no. 11 - To appoint Mr. A. Sahasranaman(DIN: 01983690) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. A. Sahasranaman (DIN: 01983690), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2017."

Item no. 12 - To appoint Mr. C. L. Handa (DIN: 00928283) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. C. L. Handa (DIN: 00928283), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2017."

Item no. 13 - To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 40,000/- for financial year ending March 31, 2015 as approved by the Board

BHARTIYA INTERNATIONAL LTD.

of Directors of the Company, to be paid to M/s. Ajay Kumar Singh & Co. (firm registration no. 00386) for the conduct of audit of the cost records of the Company be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board

Shilpa Budhia
(Company Secretary)

New Delhi, 19th July, 2014

Notes:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Members/Proxies are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in the end of the Notice.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 1st September, 2014 to Monday, 8th September, 2014 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares for the financial year ended 31st March, 2014, if declared at the Meeting.
9. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 31st August, 2014.
10. In respect of shares held in the de-mat form, the dividend will be payable on the basis of beneficial ownership as per details furnished by the National Securities Depository Ltd. and Central Depository Services (I) Ltd. for this purpose.
11. Members holding shares in demat form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations of the Depositories. The Company will not entertain any direct request from such members for change/ deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in de-mat form. Members may therefore give instructions regarding bank accounts, in which they wish to receive dividend, to their Depository Participants.
12. Members who wish to claim dividends, which remain unclaimed, are requested to liaise with the Secretarial Department, at the Company's registered office. Members are requested to note that dividends not claimed within seven years from

BHARTIYA INTERNATIONAL LTD.

the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund, on the respective dates mentioned there against.

Financial Year Ended	Date by which unclaimed dividend amount will be credited/transferred to the "Investor Education and Protection Fund"
31.03.2007	02.11.2014
31.03.2008	27.10.2015
31.03.2009	30.10.2016
31.03.2010	29.10.2017
31.03.2011	31.10.2018
31.03.2012	01.11.2019
31.03.2013	28.10.2020

13. The annual report for 2013-14 along with the notice of annual general meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their email ids with the depository participants/ registrar and share transfer agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the annual report 2013-14 along with the notice of annual general meeting, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website www.bhartiyafashion.com for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication the shareholders may also send requests to shares@bhartiya.com.
14. The members are requested to update their email addresses with their Depository Participants respectively to enable us to send the documents/reports and other communications via e-mail. Members holding shares in physical mode may please write to the Company or MAS Services Ltd., our Share Transfer Agent for updation of their e-mail address at the earliest. The shareholders holding shares in physical form may use the format annexed to the Notice for registering e-mail address.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
16. **Voting through Electronic Means**

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;

BHARTIYA INTERNATIONAL LTD.

- 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/JPEG 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 AGM:**
- 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.
 - 1. 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.
 - 2. 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.
 - 3. 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 2nd September, 2014
End of e-voting: Upto 6.00 p.m. on 4th September, 2014.
E-Voting shall not be allowed beyond 6.00 p.m. of 4th September, 2014. During the e-voting period, Shareholders of the Company, holding shares as on 01.08.2014 either in physical form or in dematerialized form may cast their vote electronically.
 - 4. The Company has appointed Mr. Ravi Sharma, Partner of RSM & Co, Practicing Company Secretary, as 'Scrutinizer' for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

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

Item No. 5

Mr. Snehdeep Aggarwal is the promoter of the Company who has set up the business himself being the first generation entrepreneur with huge experience in manufacturing, marketing & export. With global design, manufacturing and marketing facilities making it India's largest leather goods exporter, the Company has achieved substantial growth under Mr. Snehdeep Aggarwal leadership and the Company is internationally respected as an industry leader with a vertically integrated supply chain complete with its own tannery, manufacturing and garment factories. He is supervising the operations of the Company and involved in all major business policies of the Company. The term of Office of Mr. Snehdeep Aggarwal as Managing Director of Bhartiya International Limited (BIL or the Company) had expired on 31st March, 2014. His further continuation as Managing Director would help the Company to further strengthen its position in manufacturing, international marketing and distribution in the years to come. Therefore, the Board of Directors of the Company (the 'Board'), at its meeting held on 6th February, 2014 has, subject to the approval of members, re-appointed Mr. Snehdeep Aggarwal as Managing Director, for a period of 5 (five) years with effect from 1st April, 2014 at a remuneration recommended by the Remuneration and Compensation Committee (name changed to Nomination and Remuneration Committee) of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment and remuneration payable to Mr. Snehdeep Aggarwal as Managing Director in terms of the applicable provisions of the Act.

BHARTIYA INTERNATIONAL LTD.

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Snehdeep Aggarwal are as under:

Salary, Perquisites and Allowances per annum:

1) Salary

Salary of Rs. 1,50,000/- per month (Rupees One lakh fifty thousand only). Increment will become due on 1st April every year and the Board will decide the increment upto 15% of the salary drawn in the immediate previous year so as not to exceed the limits specified in Schedule V of the Companies Act, 2013.

2) Perquisites

In addition to salary above, Mr. Snehdeep Aggarwal will also be entitled to perquisites restricted to an amount equal to 70% of the annual salary. For this purpose, the perquisites are classified into three categories- parts A, B & C as follows:

Part-A

i. Housing

- a) In case of unfurnished accommodation hired by the company, the expenditure incurred by the company on hiring of such accommodation shall not exceed 60% of the salary over and above 15% payable by the Managing Director himself.
- b) In case the accommodation provided is owned by the Company, 15% of the salary of the Managing Director shall be deducted by the Company.
- c) In case no accommodation is provided by the Company, the Managing Director shall be entitled to house rent allowance subject to the ceilings laid down in (i) (a) above.
- d) The expenditure incurred by the company on gas, electricity, water and furnishings will be valued as per Income Tax Rules, 1962. This will, however, be subject to a ceiling of 10% of the salary of Managing Director.

ii. Medical Reimbursement

Expenses incurred for self and family subject to a ceiling of one month's salary per annum or three month's salary over a period of three years.

iii. Leave Travel Concession

For himself and his family once in a year incurred in accordance with the rules of the Company.

For the purpose of (ii) and (iii) above, "Family" means the spouse, dependent children and dependent parents of Managing Director.

iv. Club Fees

Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.

v. Personal Accident Insurance

Premium not to exceed Rs.10,000/- per annum.

Part- B

- 1) Contribution made by the Company to the Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly/ or put together are not taxable under the Income Tax, Act.
- 2) Payment of Gratuity at the rate of one-half month's salary for each completed year of services.

Part- C

- i. Provisions of the Company's Car with driver for use on Company's business and telephone at the residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purposes shall be billed by the Company.
- ii. Leave with full pay and allowances in accordance with Rules of the Company, encashment of leave will not be included in the computation of the ceiling on perquisites.

BHARTIYA INTERNATIONAL LTD.

Mr. Snehdeep Aggarwal would not be entitled to sitting fee for attending meetings of the Board or Committees thereof.

Other terms and conditions

Mr. Snehdeep Aggarwal would not be liable to retire by rotation.

The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

The Managing Director shall adhere to the Code of Conduct for Directors and Management Personnel.

Mr. Snehdeep Aggarwal satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 ('the act') as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Snehdeep Aggarwal under Section 190 of the Act.

Brief resume of Mr. Snehdeep Aggarwal, nature of his expertise in specific functional areas, names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, is provided in the end of the Notice.

Mr. Snehdeep Aggarwal is interested in the resolution set out at Item No. 5 of the Notice, which pertain to his re-appointment and remuneration payable to him.

The relatives of Mr. Snehdeep Aggarwal may be deemed to be interested in the resolutions set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board accordingly recommends the resolution as set forth in item no. 5 for the approval of the members.

Item No.-6

Mr. A. K. Gadhok had been associated with the Company from April 1999. The term of office of Mr. A. K. Gadhok as Whole-Time Director of Bhartiya International Limited ('BIL' or 'the Company') had expired on 31st March, 2014.

Considering the valuable services provided by Mr. A. K. Gadhok, the Board of Directors of the Company (the 'Board'), at its meeting held on 6th February, 2014 has, subject to the approval of members, re-appointed Mr. A. K. Gadhok as Whole-Time Director, for a period of 5 (five) years with effect from 1st April, 2014 at the remuneration recommended by the Remuneration and Compensation Committee (name changed to Nomination and Remuneration Committee) of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment and remuneration payable to Mr. A. K. Gadhok as Whole-Time Director in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment and remuneration payable to Mr. A. K. Gadhok are as under:

Salary, Perquisites and Allowances per annum:

i) Gross Salary

Gross salary not exceeding Rs. 1,00,000/- per month (Rupees one lakh only) subject to annual increment at the discretion of Board;

The above salary includes Basic Salary, House Rent Allowances, Conveyance, Medical Reimbursement, Travel Allowance etc.

ii) **Perquisites**

Perquisites as per details given below:-

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the Company's rules and applicable provisions of the relevant statutes;
- b. Gratuity payable at a rate not exceeding half month's salary for each completed year of service, and
- c. Encashment of leave as per company rules.

iii) **Leave Travel Concession:** Return passage for self and family in accordance with the rules specified by the Company.

Mr. A. K. Gadhok would not be entitled to sitting fee for attending meetings of the Board or Committees thereof.

Other terms and conditions

Mr. A. K. Gadhok would be liable to retire by rotation.

The Whole-Time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

The Whole-Time Director shall adhere to the Code of Conduct for Directors and Management Personnel.

Mr. A. K. Gadhok satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 ('the act') as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. A. K. Gadhok under Section 190 of the Act.

Brief resume of Mr. A. K. Gadhok, nature of his expertise in specific functional areas, names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, is provided in the end of the Notice.

Mr. A. K. Gadhok is interested in the resolution set out at Item No. 6 of the Notice, which pertains to his re-appointment and remuneration payable to him.

The relatives of Mr. A. K. Gadhok may be deemed to be interested in the resolutions set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board accordingly recommends the resolution as set forth in item no. 6 for the approval of the members.

Item no. 7

The Company at its Annual General Meeting held on September 23, 2013 authorised the Board of Directors of the Company by way of Ordinary resolution under Section 293(1)(d) of the Companies Act, 1956 to borrow for the purpose of the Company's money in excess of the paid-up capital of the Company and its free reserves provided the sum or sums so borrowed and remaining outstanding at any point of time shall not exceed Rs. 600 crores.

However, pursuant to the provisions of Section 180 (1)(c) of the Companies Act, 2013 ('the Act') since notified, the Board can exercise such borrowing powers only with the approval of the members of the Company by way of Special resolution.

Further, the Company's needs for financing long-term requirements as well as for working capital are expected to multiply manifolds because of its future expansion and diversification programmes and hence the directors consider it necessary to approach the members for their consent to increase the borrowing limit from Rs. 600 crores to Rs. 700 crores.

None of the directors, Key Managerial Personnel or their relatives, is interested or concerned in the resolution.

The Board accordingly recommends the resolution as set forth in item no. 7 for the approval of the members.

Item no. 8

The Company at its Annual General Meeting held on September 23, 2013 authorised the Board of Directors of the Company by way of Ordinary resolution under Section 293(1)(a) of the Companies Act, 1956 to create mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure their financial assistance not exceeding Rs. 600 crores.

However, pursuant to the provisions of Section 180 (1)(a) of the Companies Act, 2013 ('the Act') since notified, the Board can exercise such power to create mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure their financial assistance only with the approval of the members of the Company by way of Special resolution.

Since borrowings are expected to grow in near future, the resolution set out under item no. 8 authorises Board to create security for the borrowings as and when arranged upto Rs. 700 crores.

None of the directors, Key Managerial Personnel or their relatives, is interested or concerned in the resolution.

The Board accordingly recommends the resolution as set forth in item no. 8 for the approval of the members.

Item no. 9

Mr. Sandeep Seth is a Non-Executive (Independent) Director of the Company. He joined the Board of Directors in February 2002. Mr. Sandeep Seth retires by rotation at the ensuing Annual General Meeting (AGM) under the provisions of the erstwhile Companies Act, 1956. With the notification of Section 149 and other applicable provisions of the Companies Act, 2013 (the Act), Mr. Sandeep Seth, being eligible and offering himself for reappointment, is proposed to be re-appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2017. A notice proposing his candidature along with the requisite deposit amount under Section 160 of the Act has been received from a member of the Company.

The resolution seeks the approval of members for the appointment of Mr. Sandeep Seth as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2017 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Sandeep Seth, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Sandeep Seth as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Sandeep Seth as an Independent Director.

Mr. Sandeep Seth is interested in the resolution set out at Item No. 9 of the Notice, which pertains to his appointment.

The relatives of Mr. Sandeep Seth may be deemed to be interested in the resolutions set out at Item No. 9 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board accordingly recommends the resolution as set forth in item no. 9 for the approval of the members.

Brief resume of Mr. Sandeep Seth, nature of his expertise in specific functional areas, names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, is provided in the end of the Notice.

Item no. 10

Mr. Shashank is a Non-Executive (Independent) Director of the Company. He joined the Board of Directors in September 2007. Mr. Shashank retires by rotation at the ensuing AGM under the provisions of the erstwhile Companies Act, 1956. With the notification of Section 149 and other applicable provisions of the Companies Act, 2013 (the Act), Mr. Shashank, being eligible and offering himself for reappointment, is proposed to be re-appointed as an Independent Director of the Company

BHARTIYA INTERNATIONAL LTD.

to hold office for 3 (three) consecutive years for a term up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2017. A notice proposing his candidature along with the requisite deposit amount under Section 160 of the Act has been received from a member of the Company.

The resolution seeks the approval of members for the appointment of Mr. Shashank as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2017 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Shashank, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Shashank as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Shashank as an Independent Director.

Mr. Shashank is interested in the resolution set out at Item No. 10 of the Notice, which pertain to his appointment.

The relatives of Mr. Shashank may be deemed to be interested in the resolutions set out at Item No. 10 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board accordingly recommends the resolution as set forth in item no. 10 for the approval of the members.

Brief resume of Mr. Shashank, nature of his expertise in specific functional areas, names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, is provided in the end of the Notice.

Item No. 11

Mr. A. Sahasranaman is on the Board of Directors of the Company as a Non-Executive Independent Director since June 2008 and his period of office is liable to determination by retirement of directors by rotation in terms of the erstwhile provisions of the Companies Act, 1956.

With the notification of Section 149 and other applicable provisions of the Companies Act, 2013 (the Act), Mr. A. Sahasranaman is proposed to be appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2017. A notice proposing his candidature along with the requisite deposit amount under Section 160 of the Act has been received from a member of the Company.

In the opinion of the Board, Mr. A. Sahasranaman fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. A. Sahasranaman as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

The Board of Directors of your Company recommends the resolution in relation to appointment of Mr. A. Sahasranaman as an Independent Director, for the approval by the shareholders of the Company.

Mr. A. Sahasranaman is interested in the resolution set out at Item No. 11 of the Notice, which pertain to his appointment.

The relatives of Mr. A. Sahasranaman may be deemed to be interested in the resolutions set out at Item No. 11 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board accordingly recommends the resolution as set forth in item no. 11 for the approval of the members.

BHARTIYA INTERNATIONAL LTD.

Brief resume of Mr. A. Sahasranaman, nature of his expertise in specific functional areas, names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, is provided in the end of the Notice.

Item No. 12

Mr. C. L. Handa is on the Board of Directors of the Company as a Non-Executive Independent Director since May 2004 and his period of office is liable to determination by retirement of directors by rotation in terms of the erstwhile provisions of the Companies Act, 1956.

With the notification of Section 149 and other applicable provisions of the Companies Act, 2013 (the Act), Mr. C. L. Handa is proposed to be appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2017. A notice proposing his candidature along with the requisite deposit amount under Section 160 of the Act has been received from a member of the Company.

In the opinion of the Board, Mr. C. L. Handa fulfils the conditions specified in the Act and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. C. L. Handa as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

The Board of Directors of your Company recommends the resolution in relation to appointment of Mr. C. L. Handa as an Independent Director, for the approval by the shareholders of the Company.

Mr. C. L. Handa is interested in the resolution set out at Item No. 12 of the Notice, which pertain to his appointment.

The relatives of Mr. C. L. Handa may be deemed to be interested in the resolutions set out at Item No. 12 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board accordingly recommends the resolution as set forth in item no. 12 for the approval of the members.

Brief resume of Mr. C. L. Handa, nature of his expertise in specific functional areas, names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, is provided in the end of the Notice.

Item no. 13

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 13 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the directors, Key Managerial Personnel or their relatives, is interested or concerned in the resolution.

The Board accordingly recommends the resolution as set forth in item no. 13 for the approval of the members.

By order of the Board

Shilpa Budhia
(Company Secretary)

New Delhi, 19th July, 2014

Annexure

Name	Mr. Snehdeep Aggarwal	Mr. A. K. Gadhok	Mr. Ramesh Bhatia	Mr. Sandeep Seth	Mr. Shashank	Mr. A. Sahasranaman	Mr. C. L. Handa
Date of Birth	10-11-1956	10-03-1947	09-12-1946	26-10-1964	27-07-1944	18-03-1948	03-03-1937
Date of Appointment	07-01-1987	01-04-1999	06-09-1987	28-02-2002	27-09-2007	30-06-2008	26-05-2004
Expertise in Special function areas	Entrepreneur with more than 33 years of experience in manufacturing, marketing & export. He is the main promoter of Bhartiya International Ltd.	36 years' Experience in the field of Administration including 10 year with Indian Army.	Expertise in Business Management	A professional with expertise in Accounts, Finance and Taxation.	Retired Foreign Secretary from the Government of India	Rich Expertise in Leather sector and served in UNDP and UNIDO Promoting Leather Sector in India. Also served in the J&K Cadre of IAS	Professional with over 35 years' experience in various fields of Banking. His specializations are in Credit Management, Foreign Exchange and Merchant Banking.
Qualification	MA Economics	B.Com	Science Graduate	Chartered Accountant	M. Sc. Physics	MA (Economics)	B.SC, CAIIB
List of outside Directorships as on 31-03-2014 (in Public Companies and Subsidiary of Public Companies)	-	Bhartiya Fashion Retail Limited	Bhartiya Global Marketing Limited Indian Exchange Ltd	-	Hindustan Gum And Chemicals Limited	Bafna Pharmaceuticals Limited	1. J&J Leather Enterprises Ltd. 2. Bhartiya Fashion Retail Ltd.
Chairman (C)/ Member (M) of the Board committees of the Companies as on 31-03-2014	Bhartiya International Limited Member – Investment Committee, Management Committee, Share Transfer Committee	Bhartiya International Limited Member – Investment Committee, Management Committee, Share Transfer Committee	-	Bhartiya International Limited Chairman – Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee	Bhartiya International Limited Member – Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee	-	Bhartiya International Limited Member – Audit Committee, Stakeholders Relationship Committee, Management Committee, Nomination and Remuneration Committee
No. of Shares held	1143362	-	340250	-	-	-	-

BHARTIYA INTERNATIONAL LTD.

**ANNEXURE
E-COMMUNICATION REGISTRATION FORM
(Exclusively meant for Shareholders holding shares in physical form)**

To,
MAS Services Ltd.
T-34, 2ND Floor,
Okhla Industrial Area,
Phase-II, New Delhi-110 020
E-mail: info@masserv.com

To,
Company Secretary
Bhartiya International Limited,
E-52, New Manglapuri, Mandi Road, Mehrauli, New Delhi-
110030
E-mail: shares@bhartiya.com

Name of Company: **Bhartiya International Limited**

Folio No. :

Name of 1st Registered holder :

Name of Joint holder(s) :
.....
.....

E-mail ID (to be registered):

Please register my above e-mail ID in your records for receiving communication in electronic form from the Company.

Date:

Signature:

(First holder)

Note: Shareholder(s) are requested to keep the Company informed of change, if any, in the e-mail address.



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

PROXY FORM AGM 2014

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

Folio / DP ID-Client ID No. :

Name of the member(S) & Address :

I/We, being the member(s) of shares of the above named Company, hereby appoint

(1) Name : _____
 Address: _____
 E-mail id: _____
 Signature _____, or failing him;

(2) Name : _____
 Address: _____
 E-mail id: _____
 Signature _____, or failing him;

(3) Name : _____
 Address: _____
 E-mail id: _____
 Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Monday, the 8th September, 2014 at 11.00 a.m. at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, Institutional Area, New Delhi-110 030, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional (/)	
		For	Against
1	Adoption of Financial Statements and Reports of Board of Directors and Auditors thereon for the year ended 31 st March, 2014.		
2	Declaration of Dividend on Equity Shares.		
3	Re-appointment of Mr. Ramesh Bhatia, who retires by rotation and being eligible, offers himself for re-appointment.		
4	Re-appointment of M/s. Sushil Poddar Chartered Accountants, as the Statutory Auditors of the Company.		
5	Appointment and remuneration of Mr. Shehdeep Aggarwal, as Managing Director for a period of five years with effect from 1 st April, 2014.		
6	Appointment and remuneration of Mr. A.K. Gadhok as a Whole Time Director for a period of five years with effect from 1 st April, 2014.		
7	Approval for borrowing limit of the Company under Section 180(1) (c) of the Companies Act, 2013.		
8	Approval for mortgaging properties of the Company under Section 180(1) (a) of the Companies Act, 2013.		
9	Appointment of Mr. Sandeep Sethi, as an Independent Director.		
10	Appointment of Mr. Shashank, as an Independent Director.		
11	Appointment of Mr. A. Sahasranaman, as an Independent Director.		
12	Appointment of Mr. C.L. Handa, as an Independent Director.		
13	Ratification of remuneration of M/s. Ajay Kumar Singh & Company, Cost Auditors of the Company.		

Signed this _____ day of _____ 2014

Signature of Shareholder- _____

Signature of Proxy holder(s) _____

Note: 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.

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

ATTENDANCE SLIP

AGM 2014

Folio / DP ID-Client ID No. :

Name of the member(S) & Address :

I hereby record my presence at the 27th Annual General Meeting of the Members of Bhartiya International Ltd, held on Monday, the 8th September, 2014 at 11.00 a.m. at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, Institutional Area, New Delhi-110 030.

Name of Proxy (in BLOCK LETTERS)

Shareholder's / Proxy's Signature

Notes: 1. Members/Proxy holders are requested to bring this slip with them when they come to the Meeting and hand it over at the entrance of the Meeting Hall duly signed.

2. This attendance is valid only in case shares are held on the date of meeting .

3. As per section 118(10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India " **No gifts, gift coupons or cash in Lieu of gifts shall be distributed to members at or in connection with the meeting.**"

The electronic voting particulars are set out below:

ELECTRONIC VOTING PARTICULARS

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

Please refer to the attached AGM Notice for instructions on E-Voting.

4. E- Voting facility is available during the following voting period:

Commencement of E-Voting	Commencement of E-Voting
2 nd September, 2014 from 9.30 a.m.	4 th September, 2014 till 6.00 p.m.