

MINUTE BOOK

BHARTIYA INTERNATIONAL LIMITED

MINUTES OF THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BHARTIYA INTERNATIONAL LTD. HELD ON MONDAY, 21ST SEPTEMBER, 2015 AT SRI SATHYA SAI INTERNATIONAL CENTER, PRAGATI VIHAR, LODHI ROAD, INSTITUTIONAL AREA, NEW DELHI-110 030.

COMMENCEMENT TIME: 11:00 A.M. AND CONCLUSION TIME: 12:15 P.M.

Present

Mr. Ramesh Bhatia	Director
Mr. C. L. Handa	Director
Mr. Sandeep Seth	Director and Chairman of the Audit Committee

Also Present

Mr. Ajay Malhotra	Group CFO
Mr. V. S. Mani	President - Finance
Mr. Alok Nigam	Group HR
Mr. Shailesh Pathak	Executive Director
Mr. Manoj Khattar	Chief Financial Officer
Ms. Shilpa Budhia	Company Secretary
Mr. Sushil Poddar	Statutory Auditor
	Partner (M/s. Sushil Poddar & Co., Chartered Accountants)
Mr. Ravi Sharma	Practicing Company Secretary Partner (M/s. RSM & Co., Company Secretaries) (Appointed as Scrutinizer for conducting Poll process)

Shareholders Present

Shareholders (in Person)	1480 nos.
Shareholders (by proxy)	24 nos. representing 119 shares
Shareholders (Representative of Body Corporate)	2 nos. representing 1737356 shares

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

Chairman

Mr. Snehdeep Aggarwal had conveyed his inability to attend the Meeting due to his pre-occupations. Mr. Ramesh Bhatia was unanimously elected as the Chairman of the Meeting. He occupied the Chair and conducted the proceedings of the Meeting.

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[Signature]
COMPANY SECRETARY

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Mr. Nikhil Aggarwal, Ms. Jaspal Sethi, Mr. A. K. Gadhok, Mr. Shashank, Mr. A. Sahasranaman and Mrs. Annapurna Dixit had expressed their inability to attend the Meeting and had requested Leave of absence for the same.

The Secretarial Auditor, Mr. Ravichandran K. had also conveyed his inability to attend the Meeting.

Quorum

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

The Chairman welcomed the members at the 28th Annual General Meeting. While welcoming the members Chairman explained the activities of the Company and assured the shareholders of continuous growth.

Ms. Shilpa Budhia, Company Secretary further informed the members that the proxies, statutory registers, annual accounts of the company and its subsidiary companies together with Auditor's Report, Secretarial Audit Report, Statutory Auditor certificate stating compliance with the ESOP Guidelines 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.

It was further informed that in compliance with the applicable provisions of Section 108 of the Companies Act 2013 and the Companies (Management and Administration) Rules, 2014, as amended, the Secretarial Standards on General Meeting and Clause 35B of the Listing Agreement, the Company had provided its members the facility to cast their votes electronically through remote e-voting on all resolutions set forth in the Notice convening the 28th Annual General Meeting in proportion to their shareholding as on the cut-off date i.e., 14th September, 2015. The said e-voting facility was available from 18th September, 2015 to 20th September, 2015. Providing electronic remote e-voting facility to Members was a welcome step and was clearly directed towards providing greater opportunity to the Members to vote.

Mr. Ravi Sharma (CP No. 3666), Practicing Company Secretary, had been appointed by the company as Scrutinizer for the remote e-voting process. He was also appointed as Scrutinizer to scrutinize the insta poll process. In addition, Mr. Dinesh Chander Dhir (DP ID: IN301151 Client ID: 21812621), member of the Company had co-opted to scrutinize the Insta Poll to comply with the requirement of Secretarial Standards.

Thereafter at the direction of the Chairman and with the permission of the members present, Notice, Director's Report together with Audited Accounts having been previously circulated to the members were taken as read.

The Company Secretary informed that "As per the provisions of Section 145 of the Companies Act, 2013, there is no need to read the Auditors' Report at the AGM unless any qualifications, observations or comments are made by the Auditors."

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Ramesh Chandra

Shilpa Budhia
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4. **RATIFICATION OF APPOINTMENT OF M/S. SUSHIL PODDAR & CO.,
CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE
COMPANY (Ordinary Resolution)**

Proposed by: Rakesh Kumar
Seconded by: Krishan Gopal Sahani

"RESOLVED THAT pursuant to the provisions of sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, and pursuant to the recommendations of the audit committee of the Board of Directors, the appointment of M/s. Sushil Poddar & Co., Chartered Accountants (Registration No. 014969N), approved in the 27th Annual General Meeting until 30th Annual General Meeting is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting, with remuneration as may be decided by the Board of Directors."

5. **APPOINTMENT OF MRS. ANNAPURNA DIXIT (DIN: 06844250) AS AN
INDEPENDENT DIRECTOR (Ordinary Resolution)**

Proposed by: Manjit Singh
Seconded by: Surjit Singh Alagh

"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, Mrs. Annapurna Dixit (DIN: 06844250), who was appointed as an Additional Director not 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 her 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 31st Annual General Meeting of the Company in the calendar year 2018."

It was informed that the results of voting on each resolution had to be determined by adding the votes of the Poll in favour or against a resolution with the electronic votes in favour or against the same resolution. Upon receipt of Scrutinizer's Report on the Poll to be conducted, the results of the voting would be declared latest on 24th September, 2015.

The results declared along with the Scrutinizer's Report would be placed on the Company's website and on the website of NSDL and the same shall also be communicated to BSE and NSE.

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

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Ramesh Kumar

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transactions or matters, which have any adverse effect on the functioning of the Company mentioned in the Auditors' Report." Since there were no qualifications, observations or comments on financial transactions or matters in the Auditors' Report, the same was taken as read.

Thereafter with the general consent of the shareholders the agenda items as per the Notice dated 25th May, 2015 was taken up for consideration.

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 all the agenda items of the Notice as listed below:

1. ADOPTION OF FINANCIAL STATEMENTS AND REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON FOR THE YEAR ENDED 31ST MARCH 2015 (Ordinary Resolution)

Proposed by: Viresh Chachra
Seconded by: Lokesh Gupta

"RESOLVED THAT the audited Balance Sheet as at 31st March, 2015, the Statement of Profit & Loss, the cash flow statement for the year ended on that date together with Reports of Auditors' and Directors' thereon be and are hereby approved and adopted."

2. DECLARATION OF DIVIDEND ON EQUITY SHARES (Ordinary Resolution)

Proposed by: Rattan Kumar Jain
Seconded by: Madan Lal Wadhwa

"RESOLVED THAT the dividend @10% i.e. Rs.1.00/- per Equity Share as recommended by the Board of Directors on 1,12,13,848 Equity Shares (One Crore Twelve Lakh Thirteen Thousand Eight Hundred and Forty Eight Only) of Rs.10/- each fully paid-up amounting to Rs. 1,12,13,848 /- (Rupees One Crore Twelve Lakh Thirteen Thousand Eight Hundred and Forty Eight Only) be and is hereby declared for payment to the shareholders, whose names appear in the Register of Members of the Company as on 14th September 2015."

3. RE-APPOINTMENT OF MRS. JASPAL SETHI (DIN: 01689695) AS DIRECTOR (Ordinary Resolution)

Proposed by: Ajay Khurana
Seconded by: Nirmal Kumar

"RESOLVED THAT Mrs. Jaspal Sethi (DIN: 01689695), Director of the Company retiring by rotation and being eligible, be and is hereby re-appointed as Director of the Company."

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

The Ballot box was sealed by the Scrutinizer after all the shareholders had casted their vote. The Scrutinizer took the custody of the Ballot Box (with votes casted) for counting and for ascertaining the results of votes casted.

Thereafter the Meeting was concluded by the Chairman. The Chairman extended vote of thanks to the shareholders and then declared the Meeting as closed and the shareholders disbursed from the venue.

Date: 24-09-2015
Place: NEW DELHI

Ramesh Chatur
CHAIRMAN

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S. L. Singh Bhatia
COMPANY SECRETARY

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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 provided below:

AGENDA ITEM NO. - 1

ORDINARY RESOLUTION FOR ADOPTION OF FINANCIAL STATEMENTS AND REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON FOR THE YEAR ENDED 31ST MARCH 2015.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	16	2896298	100.00%
Total Votes received through physical ballot mode	122	1709982	100.00%
Total Number of Invalid Votes	NIL	NIL	N.A.
Total Number of Valid Votes	138	4606280	100.00 %
Total Number of Votes against the resolution	01	06	0.0001%
Total Number of Votes in favour of Resolution	137	4606274	99.99 %

AGENDA ITEM NO : 2

ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	16	2896298	100.00%
Total Votes received through physical ballot mode	122	1709982	100.00%
Total Number of Invalid Votes	NIL	NIL	N.A.
Total Number of Valid Votes	138	4606280	100.00 %
Total Number of Votes against the resolution	01	06	0.0001%
Total Number of Votes in favour of Resolution	137	4606274	99.99 %

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**AGENDA ITEM NO: 3
ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MRS. JASPAL SETHI, DIN
(01689695), WHO RETIRES BY ROTATION**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	16	2896298	100.00%
Total Votes received through physical ballot mode	122	1709982	100.00%
Total Number of Invalid Votes	NIL	NIL	N.A.
Total Number of Valid Votes	138	4606280	100.00 %
Total Number of Votes against the resolution	03	900	0.02%
Total Number of Votes in favour of Resolution	135	4605380	99.98 %

**AGENDA ITEM NO: 4
ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	16	2896298	100.00%
Total Votes received through physical ballot mode	122	1709982	100.00%
Total Number of Invalid Votes	NIL	NIL	N.A.
Total Number of Valid Votes	138	4606280	100.00 %
Total Number of Votes against the resolution	01	06	0.0001%
Total Number of Votes in favour of Resolution	137	4606274	99.99 %

**AGENDA ITEM NO: 5
ORDINARY RESOLUTION FOR APPOINTMENT OF MRS. ANNAPURNA DIXIT (DIN NO. 06844250) AS INDEPENDENT DIRECTOR OF THE COMPANY**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	16	2896298	100.00%
Total Votes received through physical ballot mode	122	1709982	100.00%
Total Number of Invalid Votes	NIL	NIL	N.A.
Total Number of Valid Votes	138	4606280	100.00 %
Total Number of Votes against the resolution	03	900	0.02%
Total Number of Votes in favour of Resolution	135	4605380	99.98 %

CHAIRMAN'S INITIALS

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