

BHARTIYA INTERNATIONAL LIMITED

Regd. Office : - E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110030
CIN : L74899DL1987PLC026607 Tel : +91 - 11- 4600 2100 Fax : +91 - 11 - 2680 3485
E-mail : shares@bhartiya.com Website : www.bhartiyafashion.com

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) to the members of Bhartiya International Limited (hereinafter referred to as 'the Company') to seek their approval by way of Postal Ballot for the proposal contained in the draft resolutions as given below:

- (i) **Amendment of the Main Objects Clause of the Memorandum of Association of Company;**
- (ii) **Amendment of Incidental or Ancillary Objects Clause of the Memorandum of Association;**
- (iii) **Deletion of the Other Objects Clause of the Memorandum of Association of Company;**
- (iv) **Amendment of the Liability Clause of the Memorandum of Association;**
- (v) **Adoption of New Set of Articles of Association of the Company in pursuance to the provisions of Companies Act, 2013.**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the resolutions stating the material facts of the proposals are annexed hereto along with the Postal Ballot for your consideration.

The Board of Directors of the Company has appointed Mr. Ravi Sharma, Practicing Company Secretary, as Scrutinizer at the meeting held on 13th February, 2015, for conducting the postal ballot (physical & e-voting) process in accordance with the law in a fair and transparent manner.

The Company in compliance with Clause 35B of the Listing Agreement and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, is pleased to provide the members with the facility to exercise their right to vote on the matters included in the postal ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL). The e-voting period commences on 5th March, 2015 (9.30 a.m.) and ends on 3rd April, 2015 (6:00 p.m.). Please read carefully and follow the instructions as printed in this Notice for e-voting.

However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the postal ballot form attached herewith.

The Scrutinizer will be submitting his report to the Chairman or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the Voting by Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on 6th April, 2015 at 11.00 a.m. at the Registered Office of the Company at E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi - 110 030. The results of the Postal Ballot will be posted on the Company's website www.bhartiyafashion.com and www.e-voting.nsdl.com besides communicating to the Stock Exchanges where the Company's shares are listed. The results of the postal ballot shall also be announced through newspaper advertisement. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

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.

Proposed Resolution(s)

ITEM NO. 1:

AMENDMENT OF THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF COMPANY

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 13 of Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other rules and regulations, as may be applicable, the clauses III A(1) to III A(8) of the Memorandum of Association of the company be altered by replacing with the following clause(s):-

(1)
CERTIFIED TRUE COPY
For **BHARTIYA INTERNATIONAL LIMITED**


COMPANY SECRETARY

III

(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION

1. To carry on the business of producing, developing, manufacturing, processing, re-processing, converting, researching, developing, refining, preparing, blending, purifying, piping, dyeing, retailing, formulating, acquiring, dealing in, buying, selling, storing, importing & exporting, acting as commission agents, quality controllers, marketing agents for all kinds of:
 - a. Textiles and textile products, yarns, cotton yarn, spun, synthetic, polyester, acrylic, dyed yarn, combed, gassed & mercerized yarn, silk, wool, knitted fabric, fibers, dyes, cloth, leather and leather garments, leather products including belts, wallets, bags and others, all kinds of footwear, PU and PU products, synthetic and man-made fibers, furs, readymade garments, cushions, pillows, mattresses, canvas, terry towels, terry products, bath robes, terry cloth, shearing cloth and derivatives, by-products, intermediates and mixtures thereof.
 - b. Paper and paper products including but not limited to writing & printing paper, maple the paper, Kraft paper, bond paper, glace paper, pulp, paper and pulp based products, wood based paper, packing materials, card board, printing inks and derivatives, by-products, intermediates and mixtures thereof.
 - c. Chemicals, fertilizers, phosphates, heavy chemicals, agro chemicals, acids, sulphuric acid, gaseous, liquid or solid chemicals, organometallic chemicals, organic and inorganic chemicals, synthetic chemicals, pesticides, fungicides, insecticides, fine & specialty chemicals, industrial chemicals, petro chemicals, spirits, inks, alkalis, alcohols, acetic acid, ethyl acetate, acetic anhydride, butyl acetate, catalyst & reagents, chlorides, caustic soda, plastics, methanol melamine, gases (industrial or otherwise), petroleum, petroleum products, oils, oil wells, vegetable oils, vanaspati oil, refineries, fuels, coal, coal tar products, lubricants, lubricating compositions, soaps, detergents, paints, colors, varnishes, resins, fats, perfumes, essences, cosmetics, drugs, pharmaceutical products and derivatives, by-products, intermediates and mixtures thereof.
 - d. Biotech, cultivation, growing, sowing, seeds ,floriculture, horticulture, tissue culture, herbs, shrubs, gardening, crops, cash crops, hybrids, vegetables and other agricultural products and plants, including raising of plants & herbs, nursery through tissue culture, agricultural houses, gardens, agricultural equipment, irrigation equipment & farm equipment, bee-keeping, mushroom farming, purification, rabbit farming, fishery farming, pig farming, poultry farming, cattle farming and all other allied activities even with the application of latest technologies.
 - e. Generation of electricity, power, steam or other energy sources and accumulation and usage thereof for running Company's own factories, plant & machinery and to dispose of any surplus thereof to any other company, firm or person for any purposes and on such terms & conditions and in such manner as the Company thinks fit and expedient.
 - f. Any type of goods or merchandise of any description whether manufactured by the Company or not and to deal in all type of industries.
2. To manufacture, produce, cultivate , process, re-process, prepare, bale, double, cure, comb, blend, spin, weave, gin, pack, bleach, dye, print, tuft, buy, sell, store, import, export, finish, scour, size and otherwise deal in all kinds, descriptions and grades of cotton, silk, linen, nylon, rayon, jute, hemp, flax, silk, wool, yarn, hair, coir, sisal fiber and fibrous substances, wool hair, carpets, druggist ,rugs, floor coverings, linen, cloth, textile, fabric, felted, netted, looped or flocked, staple fiber, synthetic fiber and all other fibers, allied products, bye-products and substitutes for or any of them. To carry on the business of manufacturing machinery or providing consultancy or to render designing and engineering services and provide technical know-how to run and maintain plants and machinery for manufacture of all or any of the above types of goods, material and raw materials thereof.
3. To manufacture, cultivate , plant, grow, process, repair, can, refine, contain, bottle, buy, sell, import, export, warehouse, and deal in all kinds, descriptions or grades of, agricultural products, foods, eggs, poultry, vegetables, health and instant foods, cereals, fruit, juices, beverages, coffee, tea, tonics, restoratives , pulses, and aerated or mineral waters and food stuffs, consumable provisions, confectionery items, condensed milk, and to purchase, manufacture, produce, boils, refine, prepare, import, export, sell and generally deal in sugar, sugar-candy, jiggery, sugar beet, sugarcane, molasses, syrups, malady, alcohol, and all sugar products and/or bye-products and in connection therewith to acquire, construct, operate factories for the manufacture of sugar or any of its products or bye-products and acquire or manufacture machinery for any of the above purposes.
4. To carry on the business of consultants, advisors, agents, assemblers, dealers, distributors, developers, resellers, retailers, repairers, installers, buyers, sellers, lesser, importers, exporters of software and other products related to information technology such as computer systems, mini computers, micro computers, peripherals, business machines, computer software, hardware, networking, programmable systems,

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For BHARTIYA INTERNATIONAL LIMITED

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COMPANY SECRETARY

microprocessors, computer based systems, systems for online applications, connectivity , telecommunication & internet based systems and to establish, maintains, conduct, provide, procure, or make available services of every kind including but not limited to information technology, commercial, statistical, financial, accountancy, medical, legal, management, educational, training, human resource development, engineering, communication, telecom, IT enabled services such as medical or legal transcription, call centers, knowledge and other technological, social or other services and to establish and run data processing/computer centers; provide data processing services including voice/automated interactive response systems , provide consultancy services and impart training in various disciplines of Information Technology; develop, market software packages as well as related items and to undertake turn-key projects/ assignments in India and abroad in Information Technology including development of software in India and abroad and to import, export or transmit data through any source in India and abroad either on its own or in collaboration with other businesses, to develop and design web sites, act as Internet service providers, provide all kinds of Internet and Internet related business including buying, selling, dealing, export, import in all kinds of goods and services, paying and accepting money through the Internet either on its own or in collaboration with other businesses.

5. To carry on the business of manufacturers, repairers, assemblers, dealers, buyers, sellers, lesser, importers, exporters of all types of electronic equipment's, electrical, systems and accessories such as multiplexing equipment's, radio link systems, supervisory and data acquisition system, analogue to digital trans multiplexing systems, radios, FM radio, broadcasting, man pack/transportable/ static radio, trans-receivers, radio tele printer, teletype systems, selective calling radio system, analogues systems , digital switching equipment, record chargers, compact discs, tape recorders, transistors, television sets, television tubes, telecommunication equipment's, communication equipment's, basic telephony services, cellular services, dish antennas, concentrators, telemetry, central monitoring and scanning systems , wire and cordless type telephones, mobiles, cellular, optical cable, networking, V-sets, electronic tele printer, facsimile, random access digital address systems , voice and telegraph coding systems , modems, power-line carrier equipment, tropospheric systems, scatter systems, automatic answering systems and to set up research and development laboratories in India and elsewhere for items dealt in.
6. To carry on the business of technical, investment, financial and management consultants and advisers; to deal in all types of financing, leasing and investment activities. To carry on the business of running of hotels, motels, schools, colleges, computer centers, educational institutions, hospitals, clinics and to provide all technical know-how and to arrange for licenses, patents, rights , concessions, from any government or other authority and to take part in the formation, supervision or control of the business and/or operations of any company/ institution/ organization/firm and to act as collaborators, partners, master franchisee, franchises, channel partner, value added partners, technology partners, authorized representatives , facility management representatives and to enter into any partnership, collaboration, joint ventures, strategic alliances, technical, financial, commercial collaboration, tie-up, arrangement with Indian and/or foreign companies, institutions, individuals, associations for mutual benefits.
7. To carry on the business of construction, civil engineering, industrial engineering, designing, architectural services and to erect, construct, develop, improve, lay down, maintain, remove, enlarge, carry out, control and alter any buildings, plants, commercial sites, complexes, multiplexes, works or factories, sites, offices or any roads, ways , sub-ways , or other works and convenience, housing complexes, flats and to enter into any tie-ups and/or arrangements with any Indian or foreign company, firm, individuals or association of persons to carry out any construction projects jointly such as construction of bridges, dams, roads, ways, industrial buildings, commercial buildings or to provide technical knowhow or expertise for mutual benefits.
8. To lend and advance money, give credit to any person or company, to give guarantee or indemnify for the payment/repayment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of money lent or advanced to, or the liabilities incurred by, any person, Financial Institution/Bank/Body Corporate/Govt. Department/Agency subject to the provisions of the Act.
9. To manufacture or help in the manufacturing of any spare parts, accessories, or anything or things required and necessary for the above mentioned business.

RESOLVED FURTHER THAT Mr. Snehdeep Aggarwal, Managing Director, Mr. Ashok Kumar Gadhok, Whole Time Director and Ms. Shilpa Budhia, Company Secretary, be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution."

ITEM NO. 2:

AMENDMENT OF INCIDENTAL OR ANCILLARY OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION;

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

(3)

CERTIFIED TRUE COPY

For BHARTIYA INTERNATIONAL LIMITED

Shilpa Budhia
COMPANY SECRETARY

"RESOLVED THAT pursuant to the provisions of Section 13 of Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment thereof for the time being in force) and such other rules and regulations, as may be applicable, the existing Clause III B(8) of the Incidental or Ancillary Objects clause of the Memorandum of Association of the Company be altered by replacing it with the following clause:

III B (8).

To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in any business or transactions which this company is authorized to carry on subject to section 391 to 394 of the Companies Act, 1956, and applicable provisions of Companies Act, 2013 to amalgamate with any other Company, having objects altogether or in part similar to those of this Company.

RESOLVED THAT pursuant to the provisions of Section 13 of Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment thereof for the time being in force) and such other rules and regulations, as may be applicable, the existing Clause III B(13) of the Incidental or Ancillary Objects clause of the Memorandum of Association of the Company be altered by replacing it with the following clause:

III B (13).

Subject to Sections 73, 74, 75, 76, 179 and 180 of the Companies Act, 2013 read with applicable Rules made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the purposes of the company and at such time or times as may be thought fit, by promissory notes, bills of exchange, hundies, bills of lading, warrants or other negotiable Instruments or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as the Directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture stock perpetuity or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and, assets of the Company, both present and future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities, provided that the company shall not carry on the business of banking within the meaning of the Banking Regulations Act, 1949.

RESOLVED FURTHER THAT Mr. Snehdeep Aggarwal, Managing Director, Mr. Ashok Kumar Gadhok, Whole Time Director and Ms. Shilpa Budhia, Company Secretary, be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution."

ITEM NO. 3:

DELETION OF THE OTHER OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 13 of Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment thereof for the time being in force) and such other rules and regulations, as may be applicable, the existing Other Object Clause(s) from III C(1) to III C(28) of the Memorandum of Association of the company be and is hereby deleted.

RESOLVED FURTHER THAT Mr. Snehdeep Aggarwal, Managing Director, Mr. Ashok Kumar Gadhok, Whole Time Director and Ms. Shilpa Budhia, Company Secretary, be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution."

ITEM NO. 4:

AMENDMENT OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION;

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

"RESOLVED THAT pursuant to provisions of Section 4, Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

Clause IV "The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them."

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For BHARTIYA INTERNATIONAL LIMITED


COMPANY SECRETARY

RESOLVED FURTHER THAT Mr. Snehdeep Aggarwal, Managing Director, Mr. Ashok Kumar Gadhok, Whole Time Director and Ms. Shilpa Budhia, Company Secretary, be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution."

ITEM NO. 5:

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN PURSUANCE TO THE PROVISIONS OF 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** pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 (the Act), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based in the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Snehdeep Aggarwal, Managing Director, Mr. Ashok Kumar Gadhok, Whole Time Director and Ms. Shilpa Budhia, Company Secretary, be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution."

By Order of the Board
For **Bhartiya International Limited**
sd/-
Shilpa Budhia
Company Secretary

Place : New Delhi
Date : February 13, 2015

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts is annexed hereto.
2. The Notice of postal ballot is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 13th February, 2015.
3. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and to others are being sent by Registered Post along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.bhartiyafashion.com or <https://www.evoting.nsdl.com/> or write to us. Members are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self-addressed and postage prepaid envelope so as to reach the Scrutinizer on or before 6th April, 2015 at the following address:

Mr. Ravi Sharma
Scrutinizer
R S M & Co.
Company Secretaries,
D-63, JFF Complex, Jhandewalan, New Delhi 110 055
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged NSDL, for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.

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/>;

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CERTIFIED TRUE COPY
For **BHARTIYA INTERNATIONAL LIMITED**

Shilpa Budhia

COMPANY SECRETARY

- 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 Postal Ballot Form by Post::

- 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.
5. 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.
 6. 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.
 7. 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 5th March, 2015

End of e-voting: Upto 6.00 p.m. on 3rd April, 2015.

E-Voting shall not be allowed beyond 6.00 p.m. of 3rd April, 2015. During the e-voting period, Shareholders of the Company, holding shares as on 13th February, 2015 either in physical form or in dematerialized form may cast their vote electronically.

8. The Company has appointed Mr. Ravi Sharma, Partner of RSM & Co, Practicing Company Secretary, as 'Scrutinizer' for conducting the e-voting process in a fair and transparent manner.
9. Kindly note that the Members can opt for only one mode of voting i.e. either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice-versa. However, in case Members cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
10. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours i.e. 6:00 p.m. on **3rd April, 2015**. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Assent / Dissent received after **3rd April, 2015** would be strictly treated as if reply from the Members has not been received.
11. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 13th February, 2015.
12. The Scrutinizer will be submitting his report to the Chairman or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the Voting by Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on 6th April, 2015 at 11.00 a.m. at the Registered Office of the Company at E-52, New Manglapuri, Mandi Road, (Mehrauli) ,

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For BHARTIYA INTERNATIONAL LIMITED

S. L. Jha
COMPANY SECRETARY

New Delhi-110 030. The results of the Postal Ballot will be posted on the Company's website www.bhartiyafashion.com and www.e-voting.nsd.com besides communicating to the Stock Exchanges where the Company's shares are listed. The results of the postal ballot shall also be announced through newspaper advertisement. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

13. The Board of Directors has appointed Ms. Shilpa Budhia, Company Secretary of the Company as the designated person responsible for the entire postal ballot process.
14. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 9.00 a.m. and 11.00 a.m. upto the date of declaration of results of Postal Ballot i.e. 6th April, 2015.

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

ITEM NO. 1

Consequent to the proposed deletions of the entire Other Objects Clause in the Memorandum of Association, the main objects clause has been suitably modified to replace the existing clauses from III A(1) to III A (8) and insert the new clauses as mentioned in the proposed resolution.

The Act provides that resolution for amending Memorandum has to be done via Postal Ballot only. Hence your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

The entire set of proposed memorandum of association is available in the website of the Company. A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company.

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

The Directors recommend the aforesaid resolution for the approval by the members as **Special Resolution**.

ITEM NO. 2

With the passing of the Companies Act, 2013, the Company needs to alter some of the clauses of Incidental or Ancillary Objects Clause of Memorandum of Association of the Company. The modification in Memorandum of Association is carried out to remove references to the Companies Act, 1956, wherever necessary. Consent of the shareholders by passing a Special Resolution is required in this regard. The Act provides that resolution for amending Memorandum has to be done via Postal Ballot only. Hence your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

The entire set of proposed memorandum of association is available in the website of the Company. A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as **Special Resolution**.

ITEM NO. 3

In order to comply with the provisions of Section 4(1)(c), Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to provisions of the Companies Act, 2013.

The Act provides that resolution for amending Memorandum has to be done via Postal Ballot only. Hence your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

(7)

CERTIFIED TRUE COPY
For BHARTIYA INTERNATIONAL LIMITED

Shilpa Budhia
COMPANY SECRETARY

The entire set of proposed memorandum of association is available in the website of the Company. A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company.

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

The Directors recommend the aforesaid resolution for the approval by the members as **Special Resolution**.

ITEM NO. 4

In order to comply with the provisions of Section 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The Act provides that resolution for amending Memorandum has to be done via Postal Ballot only. Hence your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

The entire set of proposed memorandum of association is available in the website of the Company. A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company.

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

The Directors recommend the aforesaid resolution for the approval by the members as **Special Resolution**.

ITEM NO. 5

The Articles of Association ("AoA") of the Company is presently in force since its incorporation of the Company. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on 13th February, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

The entire set of proposed articles of association is available in the website of the Company. A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m.

The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a **Special Resolution**.

Place : New Delhi
Date : February 13, 2015

(8)

By Order of the Board
For **Bhartiya International Limited**
sd/-
Shilpa Budhia
Company Secretary

CERTIFIED TRUE COPY
For **BHARTIYA INTERNATIONAL LIMITED**


COMPANY SECRETARY

BHARTIYA INTERNATIONAL LIMITED

Regd. Office : - E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110030
CIN : L74899DL1987PLC026607 Tel : +91 - 11- 4600 2100 Fax : +91 - 11 - 2680 3485
E-mail : shares@bhartiya.com Website : www.bhartiyafashion.com

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Serial No

1. Name & address of the Sole/ First named Shareholder as registered with the Company
2. Name(s) of the Joint Shareholders(s): if any, registered with the Company
3. Registered Folio No./ DPID No. & Client ID No. (applicable to investors holding shares in electronic form)
4. No. of Shares held
5. I/We hereby exercise my/our vote in respect of the resolution(s) to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company by sending my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Equity Shares held	I / We assent to the Special Resolution (FOR)	I / We dissent to the Special Resolution (AGAINST)
1.	Special Resolution for the Amendment of the Main Object Clause of Memorandum of Association of the Company.			
2.	Special Resolution for the Amendment of the Incidental or Ancillary Object Clause of Memorandum of Association of the Company.			
3.	Special Resolution for the deletion of the other objects Clause of the Memorandum of Association of the			
4.	Special Resolution for amendment of Liability Clause of the Memorandum of Association of the Company.			
5.	Special Resolution for the Adoption of New Set of Articles of Association of the Company in pursuance to the provisions of Companies Act, 2013			

Place :

Date :

Signature of the Shareholder(s)

ELECTRONIC VOTING PARTICULARS

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

Note : Please read the instructions printed overleaf carefully before exercising your vote.

CERTIFIED TRUE COPY
P.T.O.
For BHARTIYA INTERNATIONAL LIMITED

Sh. Anand Kumar
COMPANY SECRETARY

INSTRUCTIONS

1. A Member desirous of exercising her/ his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Mr. Ravi Sharma, Partner, M/s. RSM & Co., Company Secretaries, the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, any envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Registered Members will also be accepted.
2. Please convey your assent /dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. The self-addressed postage pre-paid envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form must be completed and signed (as per the specimen signature registered with the Company). In case of joint holding, this Form must be completed and signed by the first named Members and in his absence, by the next named Members
5. Unsigned, incomplete or incorrectly ticket Post Ballot Forms shall be rejected.
6. The Scrutinizer's decision on the validity of the Postal Ballot / e-voting will be final.
7. The Postal Ballot / e-voting shall not be exercised by a proxy.
8. Duly completed Postal Ballot Form should reach the scrutinizer not later than the close of working hours on 3rd April, 2015. All Postal Ballot Forms received after this date will be strictly treated as if reply from such members has not been received.
9. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
10. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of Board resolution/authorization together with the Specimen signature(s) of the duly authorized signatories .(It is required only, in case the signatories are other than the signatories whose specimen signatures are registered with the Company / Register and Transfer Agents viz . Mas Services Ltd , T-34, 2nd Floor, Okhla Industrial Area, Phase – II, New Delhi – 110020.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members on the date of the dispatch of the Notice.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid business reply envelope, in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. In case of non-receipt of the Postal Ballot form or for any query related thereto, the members may contact Secretarial Department of the Company At E-52, New Manglapuri, Mandi Road, (Mehrauli), New Delhi-110030 or mail to the Company/ Register and Transfer Agents at shares@bhartiya.com / info@masserv.com
14. The members can opt for any one mode of voting. In case, members cast vote by sending physical form as well as vote through e-voting, then voting done through physical form shall prevail and voting done by e-voting shall be treated as invalid.

CERTIFIED TRUE COPY

For BHARTIYA INTERNATIONAL LIMITED

Sh. Ravi Sharma
COMPANY SECRETARY