

Date: 18th October 2018

BHARTIYA
FASHION

The Vice-President, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. – C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai – 400051 Fax – 022-26598237/38 NSE Symbol : BIL/EQ	The General Manager, Listing Department, BSE Limited, Floor -25, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai- 400001 Fax – 022-22722037/39/41/61 Scrip Code: 526666
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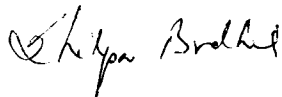
SUB: MINUTES OF THE 31st ANNUAL GENERAL MEETING

Pursuant to Regulation 30 read with Schedule-III of SEBI (LODR) Regulations, 2015, please find enclosed the copy of minutes of the 31st Annual General Meeting of the Company held on Friday, 28th September 2018 at 2:00 P.M. at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai-600 047, Tamil Nadu.

The above is for your information and records.

Thanking you,

Yours Sincerely,
For Bhartiya International Limited


Shilpa Budhia
Company Secretary



Encl: a/a



BHARTIYA INTERNATIONAL LIMITED

MINUTES OF THE 31st ANNUAL GENERAL MEETING OF THE MEMBERS OF BHARTIYA INTERNATIONAL LIMITED HELD ON FRIDAY, 28TH SEPTEMBER 2018 AT AUDITORIUM, NATIONAL INSTITUTE OF SIDDHA, TRICHY-CHENNAI HIGHWAY, TAMBARAM SANITORIUM, CHENNAI - 600 047, TAMIL NADU.

COMMENCEMENT TIME: 2:00 P.M. AND CONCLUSION TIME: 2:45 P.M.

Present

Mr. Ramesh Bhatia	Director
Mr. Sandeep Seth	Director and Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
Mr. Manoj Khattar	Additional Director and Chief Financial Officer

Also Present

Mr. Ajay Malhotra	Executive Director - Corporate Strategy
Ms. Shilpa Budhia	Company Secretary
Mr. Keshaw Kumar Harodia	Statutory Auditor Partner (M/s. KASG & Co. Chartered Accountants)
Mr. Ravi Sharma	Practising Company Secretary, Partner (M/s. RSM & Co., Company Secretaries) (Appointed as Scrutinizer for conducting Insta Poll Process)

Shareholders Present

Shareholders (In Person)	33
Shareholders (By Proxy)	0
Shareholders (Representative of Body Corporate)	7

1. CHAIRMAN

Mr. Snehdeep Aggarwal, Chairman and Managing Director, 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.

Mr. Nikhil Aggarwal, Mr. Shashank, Mr. A. Sahasranaman, Mr. Robert Burton Moore Jr., Mr. C. L. Handa and Mrs. Annapurna Dixit had expressed their inability to attend the Meeting and had requested leave of absence for the same.

2. QUORUM

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

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The Chairman welcomed the members at the 31st Annual General Meeting and introduced the dignitaries seated on the dais.

While welcoming the members, Chairman explained the activities of the Company and assured the shareholders of continuous growth.

He 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 shall remain 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 Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, 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 31st Annual General Meeting in proportion to their shareholding as on the cut-off date i.e., 21st September, 2018. The said e-voting facility was available from Tuesday, 25th September 2018 at 9.00 a.m. to Thursday, 27th September 2018 at 5.00 p.m. 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. Mr. Rakesh Whig, member had co-opted to act as the Scrutiniser at the AGM.

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

Ms. Shilpa Budhia, Company Secretary, informed that "As per the provisions of Section 145 of the Companies Act, 2013, there was no need to read the Auditors' Report at the AGM unless any qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company was 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 13th August 2018 was taken up for consideration. All the queries raised by the shareholders were answered to the satisfaction of shareholders by the management.

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 all members to cast their vote through poll on all the agenda items of the Notice as listed below:

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1. ADOPTION OF FINANCIAL STATEMENTS AND REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON FOR THE YEAR ENDED 31ST MARCH 2018 (Ordinary Resolution)

Proposed by: S. Govindarajan
Seconded by: Thanigaivel V

"RESOLVED THAT the audited Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss, the cash flow statement for the year ended on the date together with Report of Auditors' and Directors' thereon be and are hereby approved and adopted."

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

Proposed by: K. Eugene Anand
Seconded by: D. Deena Dayalan

"RESOLVED THAT the dividend @12% i.e. Rs. 1.20/- per equity share as recommended by the Board of Directors on 1,21,83,623 Equity Shares (One Crore Twenty one Eight three Thousand Six Hundred and Twenty three Only) of Rs. 10/- each fully paid-up amounting to Rs. 1,46,20,348/- (Rupees One Crore Forty Six Lakhs Twenty Thousand Three 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 21st September 2018."

3. RE-APPOINTMENT OF MR. RAMESH BHATIA (DIN:00052320), AS DIRECTOR (Ordinary Resolution)

Proposed by: N Radhakrishnan
Seconded by: D Deenadayalan

"RESOLVED THAT Mr. Ramesh Bhatia (DIN: 00052320), Director of the Company retiring by rotation and being eligible, be and is hereby re-appointed as Director of the Company."

4. AMENDMENT IN ARTICLES OF ASSOCIATION - AFFIXATION OF COMMON SEAL CLAUSE (Special Resolution)

Proposed by: P S Suresh
Seconded by: R Parvathi

"RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company, the existing Article 119(i) shall be substituted with following:

Article 119(i):

The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf, and except in the presence of any one Director or Company Secretary or Chief Financial Officer or such other Officer as may be authorised by any resolution of the Board of Directors or any Committee of the Board of Directors.

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5. APPOINTMENT OF MR. ROBERT BURTON MOORE Jr (DIN: 0008108097) AS NON-EXECUTIVE DIRECTOR (Ordinary Resolution)

Proposed by: P.V. Suresh Babu
Seconded by: A. Alagappan

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Robert Burton Moore Jr. (DIN 0008108097), who was appointed as an Additional Director of the Company with effect from 16th April, 2018 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company."

6. TO APPROVE THE LIMIT OF REMUNERATION PAYABLE TO RELATED PARTY'S APPOINTMENT TO ANY OFFICE OR PLACE OF PROFIT (Ordinary Resolution)

Proposed by: Kumudha Suresh
Seconded by: P Manohar

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) approval of the Company be and is hereby accorded for payment of professional fees exceeding Rs. 2,50,000/- per month with effect from 1st July, 2018, to Mr. Robert Burton Moore Jr., (DIN 0008108097), Director of the Company, who has been appointed as Consultant for Sales advisory and Marketing of the Company's business so however that the aggregate remuneration shall not exceed Rs. 10,00,000/- per month.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Nomination and Remuneration Committee/Board of Directors of the Company, to finalise and decide the change in designation/revisions in the remuneration payable to Mr. Robert Burton Moore Jr. from time to time in accordance with the Company's policy on performance measurement and such other applicable/relevant policies and to perform and execute all such acts, deeds, matters and things (including delegating such authority), as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

7. APPOINTMENT OF MR. MANOJ KHATTAR (DIN 00694981) AS DIRECTOR (Ordinary Resolution)

Proposed by: R. Devakumar
Seconded by: Moorthi Thirunavakkarasu

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof, for the time being in force), Mr. Manoj Khattar (DIN 00694981), who was appointed as an Additional Director to function in the capacity of Whole-Time Director & Chief Financial Officer(CFO) of the Company with effect from 13th August, 2018 and who

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holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. APPOINTMENT OF MR. MANOJ KHATTAR (DIN 00694981) AS WHOLE-TIME DIRECTOR, DESIGNATED AS WHOLE-TIME DIRECTOR & CFO

Proposed by: Udaya Bhaskar Velluri

Seconded by: D Deenadayalan

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company and subject to such sanctions and approvals as may be necessary, approval of the Company be and is hereby accorded to the appointment of Mr. Manoj Khattar (DIN: 00694981), as Whole-Time Director of the Company for a period of five (5) years with effect from 13th August, 2018, with remuneration as detailed in the Explanatory Statement, 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. Manoj Khattar, 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, in any financial year during the tenure of Mr. Manoj Khattar as Whole-Time Director of the Company, the Company has no profits or inadequacy of profits, Mr. Manoj Khattar shall be entitled to receive remuneration, as salary, perquisites and allowances, as per the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 or in accordance with any statutory modification(s) thereof, unless approval / consent from the Central Government is obtained for paying in excess of the said limits of Schedule V.

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."

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

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 votes. The Scrutinizer took the custody of the Ballot Box (with votes casted) for counting and for ascertaining the results of the 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.

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It was informed that the results of voting on each resolution were 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 the Scrutinizer's Report on the Poll, the results of the voting were declared on 29th September 2018.

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

Date: 04-10-2018
Place: Amritsar

Ramesh Arora
CHAIRMAN

Date of entry in the minute book: 28.09.2018



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