

Date: 28th September 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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BHARTIYA INTERNATIONAL
LIMITED
38, Sector 44
Gurgaon 122 002
New Delhi Capital Region
India
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E bhartiya@bhartiya.com

CIN L74899TN1987PLC111744

www.bhartiya.com

Dear Sirs,


Sub: PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 28TH SEPTEMBER 2018

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose gist of proceedings of the 31st Annual General Meeting held today, i.e. 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.

We request you to take the same on your records.

Thanking you,

Yours sincerely,
For Bhartiya International Ltd.


Shilpa Budhia
(Company Secretary)



Encl.: a/a

GIST OF THE 31ST ANNUAL GENERAL MEETING OF BHARTIYA INTERNATIONAL LIMITED**1. DATE, TIME AND VENUE OF THE MEETING:**

The 31st Annual General Meeting of the Company was held on 28th September, 2018 and the meeting commenced at 2:00 p.m. at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai-600 047, Tamil Nadu. The Meeting got concluded at 2:45 p.m. on the same day.

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2. BRIEF DETAILS OF ITEMS DELIBERATED AT THE MEETING AND RESULTS THEREOF:

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- Mr. Ramesh Bhatia, Chairman and Promoter Director, chaired the proceedings of the Meeting.
- The requisite quorum being present, the Chairman called the Meeting to order.
- The Chairman then delivered his speech.
- The Chairman informed that remote e-voting commenced at 9:00 a.m. on Tuesday, 25th September, 2018 and ended on Thursday, 27th September, 2018 at 5:00 p.m.
- The following items of business as set out in the Notice calling the Meeting were put for shareholder's approval:

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ORDINARY BUSINESS

1. Consideration and adoption of Audited Financial Statements (Consolidated and Standalone) as on 31st March, 2018 together with the Reports of the Board of Directors and the Auditor thereon.
2. Confirmation for payment of final dividend declared @ Re. 1.20/- per Equity Share for the financial year ended 31st March, 2018.
3. Re-appointment of Mr. Ramesh Bhatia (DIN: 00052320), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Amendment in Articles of Association – Affixation of Common Seal clause
5. Appointment of Mr. Robert Burton Moore Jr (DIN: 08108097) as Non-Executive Director
6. To approve the limit of remuneration payable to related party's appointment to any office or place of profit
7. Appointment of Mr. Manoj Khattar (DIN 00694981) as Director
8. Appointment of Mr. Manoj Khattar (DIN 00694981) as Whole-Time Director, designated as Whole- Time Director & CFO

Clarifications were provided to the queries raised by the members at the meeting.

The Chairman informed the members that Mr. Ravi Sharma (CP No. 3666)/ Ms. Suman Pandey (CP No 8404), Partners of RSM & Co, Practicing Company Secretaries, were appointed as Scrutiniser for scrutinizing the poll and remote e-voting process.

3. MANNER OF APPROVAL:

- Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to its members to cast votes electronically on all the resolutions set out in the notice.

REGISTERED OFFICE ADDRESS: 56/7, Nallambakkam Village (Via Vandalur), Chennai-600 048, Tamil Nadu, India

Ramesh Bhatia



- Further, the facility for voting through poll was made available to the members who were present at the Meeting and had not cast their votes by remote e-voting.
 - The Chairman informed the members the results of the voting shall be declared latest on 1st October 2018 and be placed on the Company's website and on the website of the NSDL and the same shall be communicated to the BSE and NSE.
4. The tenure of Mrs. Annapurna Dixit as Independent Director of the Company has completed with the conclusion of today's Annual General Meeting. The Board will consider appointment of Independent Director within the prescribed timelines in compliance with Companies Act, 2013 and SEBI Listing Regulations.

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5. **BRIEF PROFILE OF DIRECTORS APPOINTED:**

Mr. Manoj Khattar

Mr. Manoj Khattar, aged 58 years, had joined Bhartiya Group since 30th June 2000 in the Finance and Accounts Function. He has headed the Finance and Accounts Function since many years and was appointed as the Chief Financial Officer - KMP of the Company on 27th May 2014.

Mr. Manoj Khattar is responsible for all financial matters including capital-budgeting, planning & management, internal controls and audit & has over 29 years of corporate finance experience. Earlier he has served in various sectors like Consumer Products, Chemicals Industry.

Mr. Manoj Khattar is not related to any other Director or KMP of the Company.

Mr. Robert Burton Moore Jr.

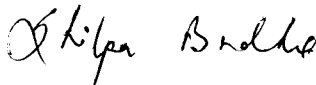
Before joining Bhartiya in April 2013, Mr. Robert Burton Moore Jr. was with Richina Leather Company, Ltd., Shanghai, China where he was the President and CEO. Prior to this he was the President and CEO of Prime Tanning Company, Inc., Berwick, ME, United States for 8 years and was also named among the 20 Most Powerful Tanners in World in Leather International Magazine, 2012.

He has headed the Fashion business of the company with strategic & operational leadership. Considering his immense contribution to the business and his experience in the leather industry, it is considered beneficial in the interest of the Company to have him on the Board of the Company.

Mr. Robert Burton Moore Jr. is not related to any other Director or KMP of the Company.

An updated list of Board of Director of the Company is enclosed herewith.

For Bhartiya International Ltd.



Shilpa Budhia
(Company Secretary)



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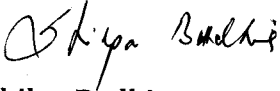
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LIST OF DIRECTORS

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Sr. No.	Name	Designation	Address	DIN	PAN
1	Mr. Snehdeep Aggarwal	Managing Director	J-101 Sainik Farms, New Delhi-110062.	00928080	ABAPA8048F
2	Mr. Charanjit Lal Handa	Independent Director	L-1/17, DLF City, Phase- II, Gurgaon, Haryana - 122002.	00928283	AADPH8013K
3	Mr. Ramesh Bhatia	Non-Executive Director	Bhatia House No.-26, The Mall Amritsar Punjab-143001.	00052320	AAWPB5969R
4	Mr. Sandeep Seth	Independent Director	C-104, Sec - 40, Noida - 201301, U.P.	01408624	AGOPS7811B
5	Mr. Shashank Madan Mohan	Independent Director	C-14, IFS Apartment, MayurVihar, Delhi- 110091.	01569514	ACYPS9667F
6	Mr. Nikhil Aggarwal	Non-Executive Director	Via S. Felice, 7A Strada, N5, Segrate MI-20090.	01891082	AEZPA9470M
7	Mr. Ananthkrishan Sahasranaman	Independent Director	203, 1 st South Cross Street, Kapaleeswarar Nagar, Neelangari, Chennai-600041.	01983690	AKLPS5467Q
8	Mr. Robert Burton Moore JR	Non-Executive Director	28 Marinero Circle Tiburon, CA 94920	08108097	AXHPJ8678H
9	Mr. Manoj Khattar	Whole-Time Director and CFO	D-402 Kalka Apartments, Plot no-31, Sector-6, Dwarka Phase-1, New Delhi - 110045	00694981	AAAPK0700H

Certified to be true
For Bhartiya International Limited


Shilpa Budhia
Company Secretary

