

Date: 25th October 2017

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
T +91 124 488 8555
F +91 124 488 8500
E bhartiya@bhartiya.com

CIN L74899TN1987PLC111744

www.bhartiya.com


SUB: MINUTES OF THE 30TH ANNUAL GENERAL MEETING

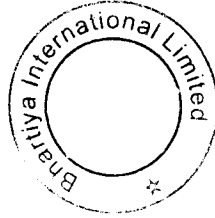
Pursuant to Regulation 30 read with Schedule-III of SEBI (LODR) Regulations, 2015, please find enclosed the copy of minutes of the 30th Annual General Meeting of the Company held on Wednesday, 27th September, 2017 at 2:00 P.M. at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram 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

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BHARTIYA INTERNATIONAL LIMITED

MINUTES OF THE 30TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BHARTIYA INTERNATIONAL LIMITED HELD ON THURSDAY, 27TH SEPTEMBER 2017 AT NATIONAL INSTITUTE OF SIDDHA, TRICHY-CHENNAI HIGHWAY, TAMBARAM SANATORIUM, CHENNAI - 600 047, TAMIL NADU.

COMMENCEMENT TIME: 2.00 P.M. AND CONCLUSION TIME: 3.10 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. C. L. Handa	Director

Also Present

Mr. Ajay Malhotra	Executive Director - Corporate Strategy
Mr. Manoj Khattar	Chief Financial Officer
Ms. Shilpa Budhia	Company Secretary
Mr. Sushil Poddar	Statutory Auditor (Partner of M/s. Sushil Poddar & Co., Chartered Accountants)
Ms. Suman Pandey	Practising Company Secretary, (Partner of M/s. RSM & Co., Company Secretaries) (Appointed as Scrutinizer for conducting Insta Poll Process)

Shareholders Present

Shareholders (In Person)	29
Shareholders (By Proxy)	0
Shareholders (Representative of Body Corporate)	7

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



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Ms. Suman Pandey (CP No. 8404), partner in M/s. RSM & Co., counterpart of Mr. Ravi Sharma, Practising Company Secretary was also present for the Meeting.

QUORUM

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

The Chairman welcomed the members at the 30th Annual General Meeting and introduced the dignitaries seated on the dias.

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 30th Annual General Meeting in proportion to their shareholding as on the cut-off date i.e., 20th September, 2017. The said e-voting facility was available from Sunday, 24th September, 2017 at 9.30 a.m to Tuesday, 26th September, 2017 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.

Ms. Suman Pandey (CP No. 8404), Practising Company Secretary, had been appointed by the company as Scrutinizer for the remote e-voting process. She was also appointed as Scrutinizer to scrutinize the insta poll process. Mr. D Deenadayalan, 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 29th May, 2017 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 2017 (Ordinary Resolution)

Proposed by: Rakesh Whig
Seconded by: Thanigaivel

"RESOLVED THAT the audited Balance Sheet as at 31st March, 2017, 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 K Mohan

"RESOLVED THAT the dividend @12% i.e. Rs. 1.20/- per equity share as recommended by the Board of Directors on 1,17,40,945 Equity Shares (One Crore Seventeen Lakh Forty Thousand Nine Hundred and Forty Eight Only) of Rs. 10/- each fully paid-up amounting to Rs. 1,40,89,134/- (Rupees One Crore Forty Lakhs Eight Nine Thousand One Hundred Thirty-four Only) be and is hereby declared for payment to the shareholders, whose names appear in the Register of Members of the Company as on 20nd September 2017."

3. RE-APPOINTMENT OF MR. A. K. GADHOK (DIN: 01254410), AS DIRECTOR (Ordinary Resolution)

Proposed by: Nitin Siddamsetty
Seconded by: B Srinivas

"RESOLVED THAT Mr. A. K. Gadhok (DIN: 01254410), Director of the Company retiring by rotation and being eligible, be and is hereby re-appointed as Director of the Company."

4. APPOINTMENT OF M/S. K A S G & Co., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 002228C) AS THE STATUTORY AUDITORS OF THE COMPANY (Ordinary Resolution)

Proposed by: N Radhakrishnan
Seconded by: D Deenadayalan

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, 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), M/s. K A S G & Co., Chartered Accountants (Firm Registration No. 002228C), be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. Sushil Poddar & Co, Chartered Accountants (Registration No. 014969N), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of 35th (Thirty Fifth) Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting till the 35th (Thirty Fifth) Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."


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5. APPOINTMENT OF MR. SANJAY BAWEJA (DIN: 00232126), AS AN INDEPENDENT DIRECTOR (Ordinary Resolution)

Proposed by: R Kannan
 Seconded by: R Devakumar

“RESOLVED THAT pursuant to the provisions of Section 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 statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sanjay Baweja, who was appointed as an Additional Director 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 the Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 35th Annual General Meeting of the Company in the Calendar Year 2022.”

6. RE-APPOINTMENT OF MR. SANDEEP SETH (DIN: 01408624), AS AN INDEPENDENT DIRECTOR (Special Resolution)

Proposed by: Deenadayalan Chandran
 Seconded by: A P S Narag

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any 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) Mr. Sandeep Seth (DIN: 01408624), Independent Director of the Company who holds office upto the conclusion of the 30th Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years upto the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2022, and the term shall not be subject to retirement by rotation.”

7. RE-APPOINTMENT OF MR. SHASHANK (DIN: 01569514), AS AN INDEPENDENT DIRECTOR (Special Resolution)

Proposed by: Ajay Malhotra
 Seconded by: R Dhanasekaran

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any 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) Mr. Shashank (DIN: 01569514), Independent Director of the Company who holds office upto the conclusion of the 30th Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the


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Company to hold office for a period of 5 (five) consecutive years upto the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2022, and the term shall not be subject to retirement by rotation."

8. RE-APPOINTMENT OF MR. A. SAHASRANAMAN (DIN: 01983690), AS AN INDEPENDENT DIRECTOR (Special Resolution)

Proposed by: Venkatesan S
Seconded by: P L Natarajan

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any 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) Mr. A. Sahasranaman (DIN: 01983690), Independent Director of the Company who holds office upto the conclusion of the 30th Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years upto the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2022, and the term shall not be subject to retirement by rotation."

9. RE-APPOINTMENT OF MR. C. L. HANDA (DIN: 00928283), AS AN INDEPENDENT DIRECTOR (Special Resolution)

Proposed by: S. Venkatesan
Seconded by: Kumudha Sundaresan

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any 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) Mr. C. L. Handa (DIN: 00928283), Independent Director of the Company who holds office upto the conclusion of the 30th Annual General Meeting, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years upto the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2022, and the term shall not be subject to retirement by rotation."

10. RE-APPOINTMENT AND CONTINUATION OF MR. A.K. GADHOK (DIN: 01254410) AS WHOLE TIME DIRECTOR AFTER ATTAINING AGE OF 70 YEARS (Special Resolution)

Proposed by: D Deenadayalan
Seconded by: Rakesh Whig

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any 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), read with Schedule V to the Companies Act, 2013, the consent of the Shareholders be and is hereby accorded for re-appointment and continuation of Mr. A.K. Gadhok (DIN: 01254410), as the Whole Time Director of the Company till the original period of appointment



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up to 31st March 2019 on terms and conditions including the remuneration and perquisites, as approved by the shareholders at the AGM held on 8th September, 2014 even though he attained the age of seventy years in March, 2017.

RESOLVED FURTHER THAT the Directors and the Company Secretary be and are hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

11. CHARGES FOR SERVICE OF DOCUMENTS TO THE SHAREHOLDERS (Special Resolution)

Proposed by: B Srinivas

Seconded by: P L Natarajan

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any shareholder by the company by sending it to him/her by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the member(s) be and is hereby accorded to the company to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him/her, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least one week in advance of the despatch of documents by the company and that no such request shall be entertained by the company post the despatch of such document by the company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors or Company Secretary of the company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things may be necessary, proper or desirable or expedient to give effect to the above 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.

It was informed that the results of voting on each resolution were 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 to be conducted, the results of the voting were declared on 29th September 2017.

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 of entry: 05.10.2017

Place: Gurgaon

(Chairman)

Date of Signature: 05.10.2017

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