BHARTIYA
FASHION

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CIN L74899DL1987PLC026607

www.bhartiya.com

Date: 17th November, 2015

The Vice-President, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No. – C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai – 400051 Fax – 022-26598237/38 Email:- cmlist@nse.co.in **NSE Symbol: BIL/EQ**	The Manager, Listing Department, BSE Limited, Floor 25 Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai- 400001 Fax – 022-22722037/39/41/61 Email:- corp.relations@bseindia.com **Scrip Code-526666**

Sub: **POSTAL BALLOT NOTICE**

Dear Sir,

Please find enclosed postal ballot notice of Bhartiya International Limited dated 9th November, 2015.

Kindly acknowledge receipt.

Thanking you,

Yours sincerely,
For Bhartiya International Ltd.

Bhartiya International Limited New Delhi

Shilpa Budhia
(Company Secretary)

Encl.: a/a

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) Approval to issue and allot 7,00,000 no(s) of Warrants to Non-Promoter group on a preferential basis;

(ii) Shifting of the Registered Office of the Company from the Union Territory of Delhi to the State of Tamilnadu.

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 (CP No. 3666), Practicing Company Secretary, as Scrutinizer at the meeting held on 9th November, 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 will commence on Tuesday, 24th November, 2015 (9.00 a.m.) and end on Wednesday 23rd December, 2015 (5.00 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.

Members are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of working hours (5.00 p.m.) on Wednesday 23rd December, 2015. Please note that any postal ballot form(s) received after the said date will be treated as not received.

The Scrutinizer will submit his report to the Chairman or in his absence, to any other 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, by any other person authorized by him, on 26th December 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 Resolutions

Item No. 1:

Approval to issue and allot 7,00,000 no(s) of Warrants to Non-Promoter Group on a preferential basis

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 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013(the Act) including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and in accordance with the Memorandum and Articles of Association of the Company, Guidelines for preferential issue of the SEBI (Issue of Capital and Disclosure Requirements) Regulations,2009 (SEBI ICDR Regulations) and subject to such approvals, consents, permissions or sanctions of the appropriate authorities as may be required, the consent of the Company, be and is hereby accorded to the Board to create, offer, issue and allot up to 7,00,000 nos. of Warrants convertible into equal number of equity shares of Rs 10 /- each to M/s Karuna Ventures Private Limited hereinafter referred to as Allottee, on a preferential basis, having an option to apply for and be allotted equivalent number of equity shares in the Company on conversion within a period of eighteen months from the date of allotment (herein after referred as Warrants), at a minimum price of Rs. 600/- per share including premium of

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Rs. 590/- each, such higher price as may be arrived in accordance with the Regulation 76 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations").

RESOLVED FURTHER THAT the relevant date, as per Regulation 71 of the SEBI ICDR Regulations for the determination of issue price of the Warrants to be allotted pursuant to the preferential issue is fixed as 26th November, 2015 i.e. 30 days prior to the date of passing of special resolution through Postal Ballot to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares upon exercise of the Warrants on or before the expiration of 18 months in accordance with Regulation 75 of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the equity shares to be allotted upon exercise of Warrants shall rank *pari - passu* in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs.10/-each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT the Certificate issued by the Statutory Auditors of the Company in accordance with the SEBI ICDR Regulations be and is hereby noted.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable or expedient to effect the issue or allotment of the aforesaid Warrants and issue or allotment of equity shares pursuant to exercise of the Warrants and listing of the equity shares to be allotted pursuant to exercise of Warrants with the Stock Exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of any of the said Warrants and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Item No. 2:

Shifting of the Registered Office of the Company from Union Territory of Delhi to the State of Tamil Nadu

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 the Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and subject to the approval of the Regional Director or Central Government / any other authority as may be prescribed from time to time and subject also to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any other statutory modification or amendment thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from Union Territory of Delhi to the State of Tamil Nadu within the jurisdiction of Registrar of Companies, Chennai.

RESOLVED FURTHER THAT the Clause II of the Memorandum of Association of the Company be substituted by the following clause:

"II. The registered office of the Company will be situated in the State of Tamil Nadu within the jurisdiction of Registrar of Companies, Chennai."

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered office of the Company be shifted from E-52, New Manglapuri Mandi Road (Mehrauli) , New Delhi-110 030 in the Union Territory of Delhi to 56/7, Nallambakkam Village (Via Vandalur), Chennai – 600 048 or such other place in the State of Tamil Nadu (within the jurisdiction of the Registrar of Companies, Chennai) as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

By Order of the Board
For **Bhartiya International Limited**
sd/-
Shilpa Budhia
Company Secretary
(M. No. : A23564)

Place : New Delhi
Date : 9th November, 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 November 2015.

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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 other members are being sent by Registered Post/Courier 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 reverse side 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 23rd December 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/;

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 E Voting 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 the 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 your 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:

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Commencement of e-voting: From 9.00 a.m. on 24th November, 2015.

End of e-voting: Up to 5.00 p.m. on 23rd December, 2015.

E-Voting shall not be allowed beyond 5.00 p.m. of 23rd December, 2015. During the e-voting period, Shareholders of the Company, holding shares as on 13th November, 2015 either in physical form or in dematerialized form may cast their vote electronically.

8. The Company has appointed Mr. Ravi Sharma,(C.P. No.3666) 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. 5:00 p.m. on 23rd December 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 23rd December, 2015, would be strictly treated as if reply from the Members have 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 November, 2015.

12. The Scrutinizer will submit his report to the Chairman or Company Secretary of the Company within seven days after completion of the scrutiny of the Postal Ballot Forms and the result of Postal Ballot along with the Scrutinizer's Report will be displayed on the Company's website www.bhartiyafashion.com and also on the website of NSDL i.e. https://www.evoting.nsdl.com and shall be communicated to the stock exchanges where the Company's shares are listed. In the event, the draft resolution is assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.

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 11.00 a.m. till 6.00 p.m. up to the date of declaration of results of Postal Ballot i.e. 26th December, 2015.

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

ITEM NO. 1

The Company wants to raise long term funds to finance its growth plans of the Company, market development, strengthen financial structure, enhancing liquidity, working capital resources and for general corporate purposes. Hence, the Board of Directors has decided to issue 7,00,000 (Seven Lac Only) Warrants having attached thereto the right to subscribe for equal number of Equity Shares of Rs.10/- each at an issue/exercise price to be determined in accordance with Regulation 76 of the SEBI ICDR Regulations in one or more tranches.

Pursuant to the provisions of Section 62(1)(c) of Companies Act, 2013 (the "Act") any preferential allotment of Securities needs to be approved by the members by way of a Special Resolution. Further, in terms of Regulation 73 of the SEBI ICDR Regulations, certain disclosures are required to be made in the Explanatory Statement to the Notice of Postal Ballot.

The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants to the Allottee has been approved by the Board of the Company on 9th November 2015, subject to necessary approval(s) and shall be on the following terms and conditions:

The salient features of the Preferential Issue are:

a) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission;

b) Pursuant to Regulation 74(4) of the SEBI ICDR Regulations, the allotment shall only be made in dematerialized form;

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c) The price of each equity share to be issued in lieu of the Warrants will be calculated in accordance with the provisions of Regulation 76(1) of Chapter VII of the SEBI ICDR Regulations on the basis of the relevant date being the date i.e. 30 days prior to the date of passing of special resolution through Postal Ballot to approve the proposed preferential issue;

d) Amount equivalent to at least 25% of the consideration determined in terms of Regulation 76 of the SEBI ICDR Regulations shall be paid against each Warrant on the date of allotment of Warrants and the balance consideration i.e. 75% shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such Warrant;

e) The consideration for allotment of Warrants and/or equity shares arising out of exercise of option attached to Warrants shall be paid to the Company from the Bank Account of the Allottee;

f) In case the option to subscribe to equity shares against such Warrants is not exercised by the Allottee within 18 months, the consideration paid by such Allottee in respect of such Warrant shall be forfeited by the Company;

g) The equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis shall remain locked-in from such date and for such periods as specified under Chapter VII of the SEBI ICDR Regulations;

h) The entire pre-preferential allotment shareholding of the Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange; and

i) The equity shares pursuant to exercise of Warrants shall rank *pari- passu* in all respects including with respect to dividend, with the then fully paid up equity shares of the Company.

The proposed issue and allotment of the Warrants and the exercise thereof will be governed by the applicable provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, the Listing Agreements entered into between the Company and the stock exchanges where the equity shares of the Company are listed, the SEBI ICDR Regulations.

As required by the SEBI (ICDR) Regulations on Preferential Issue, a certificate from the Statutory Auditors has been obtained, to the effect that the proposed allotment will be made in accordance with the said Guidelines stating that the issue is made according to SEBI Guidelines and will be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 11.00 a.m. and 6.00 p.m. upto the date of declaration of results of Postal Ballot i.e. 26th December, 2015.

Details of the Issue

1. The allotment of the Warrants is subject to the Allottee not having sold any equity shares of the Company during the 6 months preceding the relevant date. The Allottee has represented that the allottee has not sold any equity shares of the Company during the 6 months preceding the relevant date.

In terms of Chapter VII of the SEBI (ICDR) Regulations, 2009 on preferential issue for the time being in force on the date of this notice, the facts are as under:

(a) Objects of the Proposed Preferential Issue and details of utilization of proceeds:

The funds to be raised from the proposed Preferential Issue of Warrants and Equity Shares arising on exercising the right attached to the Warrants pursuant to this resolution will be utilized to finance the growth plans of the Company, market development, strengthen financial structure, enhancing liquidity, working capital resources and for general corporate purposes.

(b) Type and the number of security offered:

The resolution set out in the accompanying Notice authorizes the Board to issue to persons other than Promoter and Promoter Group up to 7,00,000 (Seven Lakh Only) no(s) of Warrants on a preferential basis entitling the holder of each Warrant, from time to time to apply for and obtain allotment of one equity share of face value of Rs. 10/- each fully paid up against each Warrant within 18 (eighteen) months of its allotment in one or more tranches in such a manner at such price and, on such other terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other applicable provisions of the Law as may be prevailing at the time.

(c) Intention of Promoters/ Directors/ Key Managerial Personnel to subscribe to the proposed Preferential Offer:

No warrants are being offered to Directors, Key Managerial Personnel or relatives of the Directors or Key Managerial Personnel of the Company.

M/s. Karuna Ventures Private Limited, non-promoter group entity registered in India, intends to subscribe to the preferential issue.

(d) **Relevant Date**

The Relevant date for the purpose of calculation of price of the specified Securities is 26th November, 2015, being 30

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days prior to the date of passing of Special Resolution through Postal Ballot to approve the proposed preferential issue, in accordance with the SEBI ICDR Regulations .Where the relevant date falls on a weekend / holiday, the day preceding the weekend / holiday will be reckoned to be the relevant date.

(e) Basis or Justification of Price:

The price of the securities to be issued is being calculated in accordance with the provisions applicable to preferential issue as set out in Regulation 76(1) of Chapter VII of the SEBI ICDR Regulations which inter alia provides that the equity shares shall be allotted at a price not less than higher of the following:- I. The average of the weekly high and low of the volume weighted average price of the Company's equity shares quoted on the recognized Stock Exchange(s) during the twenty six (26) weeks preceding the relevant date; or II. The average of the weekly high and low of the volume weighted average price of the Company's equity shares quoted on the recognized Stock Exchange(s) during the two (2) weeks preceding the relevant date.

f) Undertaking as to re-computation of price and lock-in of specified securities

Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 6 months prior to the relevant date, the Company is not required to re-compute the price of the equity shares. However, the Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, in case it is required to do so.

The Company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till such time such amount is paid by the allottees.

(g) Shareholding pattern before and after the proposed Preferential Offer

Category	Pre Issue		Post Issue*	
	No of Shares held	% of Shares held	No of Shares held	% of Shares held
A. Promoters Holding				
Snehdeep Aggarwal	1143362	10.20	1143362	9.21
Kanwal Aggarwal	60374	0.54	60374	0.49
Arjun Aggarwal	496150	4.42	496150	4.00
Parushini Aggarwal	7500	0.07	7500	0.06
Pawan Aggarwal	5000	0.04	5000	0.04
Ramesh Bhatia	340250	3.03	340250	2.74
Snehdeep & Co. HUF	50000	0.45	50000	0.40
Bhartiya Global Holdings Pvt. Ltd	1350000	11.04	1850000	14.90
Bhartiya Finstock Pvt. Ltd	681926	6.08	681926	5.49
Bhartiya Infotech Pvt . Ltd	100000	8.92	100000	8.06
R. L. Bhatia Associates Pvt Ltd	30000	0.27	30000	0.24
SUB TOTAL (A)	**5164562**	**46.06**	**5664562**	**45.63**
(B) Non Promoters Holding				
Mutual Funds /UTI	3000	0.03	3000	0.02
Banks , Financial Institutions , Insurance Companies (Central /State Govt. Institutions / Non- Govt, Institutions)	2104	0.02	2104	0.02
Foreign Institutional Investors	777209	6.93	777209	6.26
NRIs/ OCBs	169339	1.51	169339	1.36
Foreign National	20000	0.18	20000	0.16
Bodies Corporate	3006186	26.81	3706186	29.86
Indian Public	2071448	18.46	2071448	16.69
Sub Total (B)	**6049286**	**53.94**	**6749286**	**54.37**
Total (A+B)	**11213848**	**100.00**	**12413848**	**100.00**

The above Shareholding pattern may change upon transfer of Shares by existing Shareholders of the Company from time to time.

**The post shareholding details is computed based on the conversion of 5,00,000 warrants issued to the Promoter Group on June 18, 2014.*

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The post shareholding details does not include the shares pursuant to conversion of Employees Stock Option since the options will be vested and exercised over a period of time.

(h) Proposed time frame within which the allotment shall be completed

The allotment of Warrants is proposed to be completed within a period of 15 days from the date of passing of the resolution, provided that when the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of receipt of such approval.

As per SEBI Guidelines, the Warrant holders shall have the right to subscribe for one Equity Share of Rs.10/- each against each Warrant held by them at an issue/exercise price to be determined in accordance with Regulation 76 of the SEBI ICDR Regulations in one or more tranches, before the expiry of 18 months from the date of allotment of the Warrants.

(i) the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of Post Preferential Issued Capital that may be held by them

Identity of the proposed allottee and ultimate beneficial owners of shares proposed to be allotted and / or who ultimately control the proposed allottee

The proposed allottee is M/s. Karuna Ventures Private Limited, having its registered office at Star I, Opp. IIM, Bilekahalli, Bannerghatta Road, Bangalore – 560 076 and is controlled by Mr. Arun Kumar and Mrs. Deepa Arunkumar. Mr. Arun Kumar and Mrs. Deepa Arunkumar are the Ultimate Beneficial Owners for the proposed allotment. The above allotment will enable them to exercise 5.6% voting rights in the Company.

Percentage of post-preferential issued capital that may be held by the proposed allottee pursuant to conversion of Warrants.

Entity	No. of Equity Shares (pre allotment)	Percentage (Pre Preferential)	No. of Warrants to be allotted	Post preferential holding (on conversion of Warrants)	Percentage (Post Preferential)
M/s. Karuna Ventures Private Limited	0	0	7,00,000	5.6%	5.6%

(j) Change in control

The existing promoters of the company will continue to be in control of the company and there will be no changes in the management/control of the company as a result of the proposed Preferential Allotment.

(k) Details of the number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price :

No such allotment has been made.

(l) Lock-in

The Equity Shares allotted pursuant to the proposed preferential issue, shall be subject to applicable lock-in as per SEBI (ICDR) Regulations,2009 or any other amendment thereto or as per any requirement of the Stock Exchanges.

m) Auditor's Certificate

A copy of the certificate from M/s Sushil Poddar & Co., Chartered Accountants, the Statutory Auditors of the Company, certifying that the proposed preferential issue of Warrants is being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations, shall be available for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 11.00 a.m. and 6.00 p.m. upto the date of declaration of results of Postal Ballot i.e. 26th December, 2015.

The Directors feel that the proposed preferential issue of convertible Warrants will increase the Shareholders' value/ growth in the long term and therefore, your Directors recommend the Special Resolution at Item No. 1 as set out in the notice for the approval of members.

Except Directors and Key Managerial Personnel's of the Company who are shareholders of the Company, no other Directors or Key Managerial Personnel of the Company or their relatives concerned or interested in the said resolution.

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Item No. 2

Currently, the Registered Office of Company is situated at E-52, New Manglapuri Mandi Road (Mehrauli), New Delhi-110 030 in the Union Territory of Delhi and to exercise better administrative and economic control which will reduce overheads, eliminate duplication of records and enable the Company to rationalize and streamline its operations as well as management of affairs of its business, the Board of Directors of the Company at its meeting held on 9th November, 2015 has proposed to shift the registered office of the Company from Union Territory of Delhi to the state of Tamil Nadu within the jurisdiction of Registrar of Companies, Chennai.

This will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently.

The shifting of the Registered Office as aforesaid is in the best interest of the Company, its shareholders and all concerned. The proposed shifting of the office is not prejudicial to the interest of any party.

In terms of the provisions contained in Section 13 of the Companies Act, 2013 the alteration of the clause II of the Memorandum of Association pertaining to change of place of the registered office of the Company from one State to another State requires approval of the shareholders by way of Special Resolution and further requires confirmation by the Central Government.

Also, as per Section 12 of the Companies Act, 2013, the registered office of the Company may be shifted outside the local limits of any city, town or village on the authority of the special resolution passed by the Company. Pursuant to Section 110 of the Companies Act, 2013, as the Company's securities are listed with the stock exchange, such Special Resolution can be passed by way of postal ballot.

Approval of the shareholders is, therefore, sought for voting by way of Postal Ballot in terms of provisions of Section 110 of the Companies Act, 2013, read with the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 for shifting of registered office from Union Territory of Delhi to the State of Tamil Nadu, as aforesaid.

The Board of Directors recommends passing of the special resolution set out at Item no. 2 of the accompanying Notice.

A copy of the Memorandum of Association of the Company together with the proposed alterations as set out in the Resolution at Item No. 2 of the Notice is available for inspection by members at the Registered Office of the Company during business hours on any working day, except on 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.

Except Directors and Key Managerial Personnel's of the Company who are shareholders of the Company described hereinabove, no other Directors or Key Managerial Personnel of the Company or their relatives concerned or interested in the said resolution.

By Order of the Board
For **Bhartiya International Limited**
sd/-
Shilpa Budhia
Company Secretary
(M. No. : A23564)

Place : New Delhi
Date : 9th November, 2015

Bhartiya International Limited New Delhi

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 issue of 7, 00, 000 number warrants on preferential basis to non- promoter as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009			
2.	Special resolution for shifting of registered office of the Company from Union Territory of Delhi to State of Tamil Nadu			

Place :

Date :

Signature of the Shareholder(s)

ELECTRONIC VOTING PARTICULARS

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

Note : Note:Kindly read the instructions printed overleaf before filing the form

Last date for receipt of Postal Ballot Forms by Scrutinizer is 23rd December, 2015.

Bhartiya International Limited New Delhi

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) 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, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.

2. The self-addressed business reply envelope bears the address of the Scrutinizer.

3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.

4. Duly completed Postal Ballot Form should reach the scrutinizer not later than 23rd December 2015. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.

5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).

6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.

7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., 23rd December 2015.

8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on Friday, 13th November, 2015.

9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

10. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.

11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

12. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.

Bhageria International Limited
New Delhi