

Date: 27th September 2019

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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India
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CIN L74899TN1987PLC111744

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Dear Sir/Madam,

SUB: SCRUTINIZER REPORT

Please find attached the Scrutinizer Report on the ordinary and special resolutions passed at the Annual General Meeting of Bhartiya International Limited held on Thursday, 26th September 2019.

The above is for information and record please.

Thanking you,

Yours Sincerely,

For Bhartiya International Limited


Shilpa Budhia
(Company Secretary)



Encl.: a/a

R S M & CO.

Company Secretaries

2E/207, 2nd Floor, Caxton House,
Jhandewalan Extension, New Delhi 110055
Tel. 011-23623813, 011 43709121
Email: contact@csrsm.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015]

The Chairman

BHARTIYA INTERNATIONAL LIMITED

32nd Annual General Meeting of the Members of Bhartiya International Limited held on Thursday, the 26th September, 2019 at 02:00 P.M at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai-600047, Tamil Nadu.

Dear Sir,

I, Ravi Sharma, Practising Company Secretary, appointed by the Board of Directors of the Company at the meeting held on 06th August, 2019, to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of scrutinizing the process of remote e-voting and voting at the 32nd Annual General Meeting (AGM) of the Company in respect of the Resolutions for approval at the said AGM, do hereby submit my report as follows:-

1. All the Resolutions for approval at the AGM were transacted through remote e-voting and also voting at the AGM venue, for which purpose the Board of Directors of the Company engaged the services of National Securities Depository Limited (NSDL).
2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Thursday, 19th September, 2019, were entitled to cast their votes by remote e-voting or voting at the AGM venue.
3. Voting through remote e-voting commenced at 9.30 a.m. on Monday, September 23, 2019, and closed at 5.00 p.m. on Wednesday, September 25, 2019, when remote e-voting was blocked by National Securities Depository Limited (NSDL).
4. In respect of those Members present at the AGM who did not cast their votes by remote e-voting prior to the AGM, facility of physical voting through ballot papers was provided at the AGM venue.
5. After the conclusion of voting at the AGM venue, the votes cast through voting at the AGM venue and remote e-voting were unblocked on Thursday, 26th September, 2019 at 05:10 P.M in the presence of 2 (two) witnesses, Mr. Amit Kumar and Ms. Charu Kedia neither of whom are in the employment of the Company.
6. Based on the reports generated from National Securities Depository Limited (NSDL) e-voting website www.evoting.nsdl.com and on the basis of physical voting done at the venue of AGM, which I have scrutinized, the consolidated results of voting are reported as under:



ORDINARY BUSINESS

Item No. 1-Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (Consolidated and Standalone) of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	10	1,333,967	44	4,837,142	54	6,171,109	100
Voted against the resolution	0	0	0	0	0	0	0
Total	10	1,333,967	44	4,837,142	54	6,171,109	100
Invalid Votes	0	0	0	0	0	0	0

Item No. 2-Ordinary Resolution

To declare Final dividend on Equity Shares for the Financial Year 2018-19,

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	10	1,333,967	44	4,837,142	54	6,171,109	100
Voted against the resolution	0	0	0	0	0	0	0
Total	10	1,333,967	44	4,837,142	54	6,171,109	100
Invalid Votes	0	0	0	0	0	0	0



Item No. 3-Ordinary Resolution

To appoint a Director in the place of Mr. Nikhil Aggarwal (DIN: 01891082), who retires by rotation and being eligible, offers himself for re-appointment.

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	10	1,333,967	44	4,837,142	54	6,171,109	100
Voted against the resolution	0	0	0	0	0	0	0
Total	10	1,333,967	44	4,837,142	54	6,171,109	100
Invalid Votes	0	0	0	0	0	0	0

SPECIAL BUSINESS**Item No. 4-Special Resolution**

Approval for continuation of Mr. Ramesh Bhatia (DIN: 00052320) as Non-Executive Director, who will attain the age of Seventy-Five (75) years

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	10	1,333,967	44	4,837,142	54	6,171,109	100
Voted against the resolution	0	0	0	0	0	0	0
Total	10	1,333,967	44	4,837,142	54	6,171,109	100
Invalid Votes	0	0	0	0	0	0	0



Item No. 5-Special Resolution

To ratify and approve the limit of remuneration payable to related party's appointment to any office or place of profit

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	10	1,333,967	44	4,837,142	54	6,171,109	100
Voted against the resolution	0	0	0	0	0	0	0
Total	10	1,333,967	44	4,837,142	54	6,171,109	100
Invalid Votes	0	0	0	0	0	0	0

Item No. 6-Special Resolution

To approve the limit of remuneration payable to Mr. Robert Burton Moore Jr. (DIN 08108097) over and above other Non-Executive Directors

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	10	1,333,967	44	4,837,142	54	6,171,109	100
Voted against the resolution	0	0	0	0	0	0	0
Total	10	1,333,967	44	4,837,142	54	6,171,109	100
Invalid Votes	0	0	0	0	0	0	0



Item No. 7-Special Resolution

Approval for appointment of Mr. Snehdeep Aggarwal as Chairman and payment of Remuneration

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	9	1,90,605	44	48,37,142	53	50,27,747	100.00
Voted against the resolution	0	0	0	0	0	0	0
Total	9	1,90,605	44	48,37,142	53	50,27,747	100.00
Invalid Votes	0	0	0	0	0	0	0

*Related party not considered.

All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you
Yours Sincerely



RAVI SHARMA
SCRUTINIZER C. P. NO. 3666
PARTNER, RSM & CO., COMPANY SECRETARIES,
NEW DELHI

Date : 27th September, 2019
Place : New Delhi

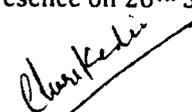


Signed by
Chairman of the Meeting or
Authorized representative of Chairman of the meeting

We the undersigned have witnessed that the votes cast through remote e-voting and voting through ballot at the AGM venue were unblocked in our presence on 26th September, 2019 at 5:10 P.M.



Name: Mr. Amit Kumar
Address: 2E/207, Caxton House,
Jhandewalan Extension,
New Delhi 110055



Name: Ms. Charu Kedia
Address: 2E/207, Caxton House,
Jhandewalan Extension,
New Delhi 110055