

Date: 24<sup>th</sup> March, 2017

**BHARTIYA**  
FASHION

The Vice-President, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> 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.: DETAILS OF VOTING RESULTS: POSTAL BALLOT AND REMOTE E-VOTING**

Dear Sir,

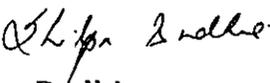
Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Notice of Postal Ballot dated 14<sup>th</sup> February, 2017, please find enclosed herewith the voting results of the Postal Ballot conducted by the Company for seeking approval of Members of the Company for issue of 3,00,000 number of warrants on preferential basis to non-promoter, as per the prescribed format along with the Scrutinizer's Report issued by Mr. Ravi Sharma, (CP No.:3666), Practicing Company Secretary, New Delhi, the Scrutinizer.

Based on the Scrutinizer's Report, we would like to inform that the special resolutions as set out in the Notice of Postal Ballot dated 14<sup>th</sup> February, 2017 has been duly approved by the Members of the Company with requisite majority.

We request you to kindly take the above information on record.

Thanking you,

Yours sincerely,  
For Bhartiya International Ltd.

  
Shilpa Budhia  
(Company Secretary)



Encl.: a/a

### SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable]

The Chairman/Chief Financial Officer  
Bhartiya International Limited  
56/7, Nallambakkam Village (Via Vandalur)  
Chennai, Tamilnadu- 600048

**Scrutinizer's Report on Postal Ballot and e-voting conducted in pursuant to Section 110 of Companies Act, 2013("the act") and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable.**

Dear Sir,

I, Ravi Sharma, Practising Company Secretary, appointed by the Board of Directors of the Company at the meeting held on 14th February, 2017 to act as the Scrutinizer in terms of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, for the purpose of scrutinizing the process of remote e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and postal ballot out as per provisions of Companies Act, 2013, on the below mentioned resolution(s) do hereby submit my report as follows:-

1. The E- voting period remained open from Tuesday, 21<sup>st</sup> February 2017 (9.30 AM) to Wednesday, 22<sup>nd</sup> March 2017 (5.00 PM).
2. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. Tuesday, 14<sup>th</sup> February 2017 were entitled to vote electronically on the proposed resolution as set out in the Notice of Postal Ballot dated 14<sup>th</sup> February, 2017 of Bhartiya International Limited.
3. The votes were unblocked on 23<sup>rd</sup> March 2017 at 11.00 AM in the presence of two witnesses, Ms. Suman Pandey (D-63, JFF Complex, Jhandewalan, New Delhi-110055) and Mr. Amit Sharma (D-63, JFF Complex, Jhandewalan, New Delhi-110055) who are not in the employment of the company. They have signed below in Confirmation of the votes being unlocked in their presence.



4. The physical postal ballots were received up to 17.00 hours on 22<sup>nd</sup> March, 2017 through self-addressed business reply envelopes.
5. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of <https://www.evoting.nsdl.com>.
6. The result of Postal ballot and e-voting are as under:-

**RESOLUTION**

**SPECIAL RESOLUTION FOR ISSUE AND ALLOT OF 3,00,000 NUMBER OF WARRANTS TO NON-PROMOTER GROUP ON PREFERENTIAL BASIS.**

	Remote e-voting		Voting Through Postal Ballot		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (Postal Ballot)	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	26	2218017	20	3530861	46	5748878	99.999
Voted against the resolution	2	40	0	0	2	40	0.001
Total	28	2218057	20	3530861	48	5748918	100
Invalid Votes	NIL		NIL		NIL		

7. The details containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution along with the postal ballot and all other relevant records were sealed and handed over to the Company Secretary/ Director authorised by the Board for safe keeping.

Resolution stand passed under e-voting and postal Ballot with the requisite majority.

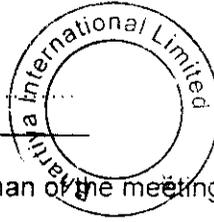
Thanking you  
Yours Sincerely




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

Date : 23.03.2017  
Place : Gurgaon

Signed by Shri. Kilpa Barchet  
Chairman of the Meeting/CFO  
Or Authorized representative of Chairman of the meeting



We the undersigned have witnessed that the votes cast through remote e-voting and voting through Postal ballot were unblocked in our presence on 23<sup>rd</sup> March, 2017 at 11 00 A.M

A handwritten signature in black ink, appearing to read "Suman".

Name: Ms. Suman Pandey  
Address: D-63, JFF Complex,  
Jhandewalan (New Delhi) 110055

A handwritten signature in black ink, appearing to read "Amit Sharma".

Name: Mr. Amit Sharma  
Address: D-63, JFF Complex,  
Jhandewalan (New Delhi) 110055



**BHARTIYA INTERNATIONAL LIMITED**  
 Voting Results pursuant to Regulation 44(3) of the SEBI-LODR, 2015

Annexure I

Date of the AGM/EGM	22nd March, 2017 (By way of Postal Ballot)
Total number of shareholders on record date	5369
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
a) Promoters and Promoter Group	
b) Public	
No. of Shareholders attended the meeting through Video Conferencing	
a) Promoters and Promoter Group	
b) Public	

Agenda- wise disclosure (to be disclosed separately for each agenda item)

1. Resolution required: Special		APPROVAL TO ISSUE AND ALLOT 3,00,000 NO(S) OF WARRANTS TO NON-PROMOTER GROUP ON A PREFERENTIAL BASIS						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled votes on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2211236	2211236	100	2211236	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	1850000	1850000	100	1850000	0	100	0
	Total	4061236	4061236	100	4061236	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	6821	6821	100	6781	40	99.42	0.58
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	1680861	1680861	100	1680861	0	100	0
	Total	1687682	1687682	100	1687642	100	99.99	0.01
	Total	5748918	5748918	100	5748878	100	100	0



*Sh. J. S. Bhatia*