

Date: 3rd June 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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BHARTIYA INTERNATIONAL
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CIN L74899TN1987PLC111744

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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 3rd May 2019, please find enclosed herewith the voting results of the Postal Ballot conducted by the Company for seeking approval of Members of the Company along with the Scrutinizer's Report issued by Mr. Ravi Sharma, (CP No.:3666), Practicing Company Secretary, New Delhi, the Scrutinizer.

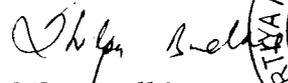
Based on the Scrutinizer's Report, we would like to inform that the special resolutions as set out in the Notice of Postal Ballot dated 3rd May 2019 has been duly approved by the Members of the Company with requisite majority.

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 REPORT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force)

To,

The Chairman,
BHARTIYA INTERNATIONAL LIMITED
(CIN:L74899TN1987PLC111744)
56/7, Nallambakkam Village (Via Vandalur)
Chennai 600048

Subject : Passing of resolutions through Electronic Voting / Postal Ballot pursuant to section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Consolidated Report on e-Voting and Postal Ballots received manually.

Dear Sir,

1. I have been appointed as a Scrutinizer for the e-voting process and postal ballots received manually as mentioned under Rule 20(4) (ix) of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 22(5) of the Companies (Management and Administration) Rules, 2014 ("the Rules") pursuant to the circular resolution passed by the Board of Directors ("The Board") of Bhartiya International Limited ("The Company") on 3rd May, 2019.
2. The Company engaged National Depository Services Limited ("NSDL") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the shareholders electronically on all the three items mentioned in the notice dated 03rd May, 2019 sought to be transacted through postal ballot. The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their votes through e-voting.



3. As on the cut-off date there were 5,163 Shareholders of the Company. The Postal Ballot Notice was sent through email to 3,218 Shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA. The Notice was sent in the physical form to 1,945 shareholders.
4. The Postal Ballot Notices sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.
5. The cut-off date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was Friday, 03rd May, 2019. The e-voting facility was kept open from Friday, 10th May, 2019 (9.30 A.M. IST) to Saturday, 8th June, 2019 (5.00 P.M IST).
6. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published on 09.05.2019 in Business Standard, English Newspaper (Delhi and Chennai) and in Dinamani, Tamil Newspaper. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h).
7. At the end of the voting period on Saturday, 8th June, 2019 at 5.00 P.M. the voting portal of the service provider was blocked forthwith. On Monday, 10th June, 2019 the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Suman Pandey and Ms Kritika Sagar who acted as the witnesses, as prescribed in sub rule 4 (xi) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
8. All the postal ballot forms received up to the close of working hours on Saturday, 8th June, 2019, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.
9. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

Responsibility of the Management

The Management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot voting including voting by electronic means for the resolutions stated in the Postal Ballot Notice dated 3rd May, 2019.

Responsibility as a Scrutinizer

My responsibility as a scrutinizer for the e-voting process and for the postal ballot forms (in lieu of e-voting), is restricted to make a Scrutinizer Report of the votes cast "in favour" and



"against" the resolutions set out in the Postal Ballot Notice base on the reports generated from the e-voting system provide by National Securities Depository Limited ("NSDL"), the authorised agency engaged by the Company for providing e-voting facilities and of the Postal Ballot Forms received till the time fixed for closing of the voting process.

As a scrutinizer the report of the e-voting carried by the shareholders was duly complied. Consolidated report of the e- voting together with that of the postal ballot forms received manually is as under:-

Resolution No -1

Approval for appointment of Mrs. Annapurna Dixit (DIN: 06844250) as Non-Executive and Independent Director of the Company.

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Rs. 10/- each. (No.of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	22	23,35,637	54.7877793
Total Votes received through physical ballot mode	13	19,27,425	45.2122207
Total Number of Invalid Votes	Nil	Nil	
Total Number of Valid Votes	35	42,63,062	100
Total Number of Votes against the resolution	3	106	0.002486476
Total Number of Votes in favour of Resolution	32	42,62,956	99.99751352

Resolution No – 2

Approval for continuation of Mr. Charanjit Lal Handa (DIN: 00928283) as Non-Executive and Independent Director, on attainment of the age of Seventy Five (75) Years

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Rs. 10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	22	2335637	54.7877793
Total Votes received through physical ballot mode	13	19,27,425	45.2122207
Total Number of Invalid Votes	Nil	Nil	
Total Number of Valid Votes	35	42,63,062	100
Total Number of Votes against the resolution	5	766	0.017968305
Total Number of Votes in favour of Resolution	30	42,62,296	99.98203169



Resolution No – 3			
Approval for continuation of Mr. Shashank (DIN: 01569514) as Non-Executive and Independent Director, on attainment of the age of Seventy Five (75) Years			
Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Rs. 10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	22	23,35,637	54.7877793
Total Votes received through physical ballot mode	13	19,27,425	45.2122207
Total Number of Invalid Votes	Nil	Nil	
Total Number of Valid Votes	35	42,63,062	100
Total Number of Votes against the resolution	5	766	0.017968305
Total Number of Votes in favour of Resolution	30	42,62,296	99.98203169

All the resolutions stand passed based on combined results (Remote e-voting and Postal Ballot) 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 Postal ballots received from the shareholders of the Company. I have completed the formalities of e- voting and postal ballot. You may declare the results accordingly. I have handed over all the relevant records to the Company Secretary of the Company for safe keeping.

Thanking you
Yours Sincerely



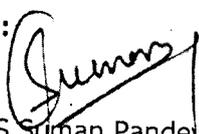

CS RAVI SHARMA
RSM & CO.
PRACTISING COMPANY SECRETARY
SCRUTINIZER
C. P. NO. 3666

Date : 10th June, 2019
Place : Delhi

Signed by Shri.....
(Chairman/Authorized representative)




Witness:



Name: CS Suman Pandey
Address: D-63, JFF Complex,
Jhandewalan, New Delhi 110055



Name: CS Ms Kritika
Address: D-63, JFF Complex,
Jhandewalan, New Delhi 110055

RESULT OF THE POSTAL BALLOT

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, consent of the shareholders was sought by way of Postal Ballot on the below Special Resolutions as specified in the Notice of Postal Ballot dated 3rd May, 2019 read with statement attached thereto pursuant to the provision of Section 102 of the Companies Act 2013:

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1. APPROVAL FOR APPOINTMENT OF MRS. ANNAPURNA DIXIT (DIN: 06844250) AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY
2. APPROVAL FOR CONTINUATION OF MR. CHARANJIT LAL HANDA (DIN: 00928283) AS NON- EXECUTIVE AND INDEPENDENT DIRECTOR, ON ATTAINMENT OF THE AGE OF SEVENTY-FIVE (75) YEARS
3. APPROVAL FOR CONTINUATION OF MR. SHASHANK (DIN: 01569514) AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR, ON ATTAINING THE AGE OF SEVENTY-FIVE (75) YEARS

The last date for receipt of duly completed Postal Ballot Form from the shareholders was 8th June, 2019. Further, pursuant to the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided the facility to the Members to exercise their votes electronically on the said Resolution through the e-voting facility arranged by National Securities Depository Limited (NSDL).

The members of the Company holding shares as on the "cut-off" date of 3rd May 2019 were entitled to vote on the said Resolutions. The voting period for e-voting and Postal Ballot commenced on Friday, 10th May 2019 (9:30 A.M. IST) and concluded on Saturday, 8th June 2019 (5:00 P.M. IST) and the NSDL e-voting platform was blocked thereafter. The last date for the receipt of Postal Ballot Forms by the Scrutinizer was 8th June 2019.

The Scrutinizer had submitted his report to the Chairman and the aforesaid resolutions stand duly approved by the Members as on 8th June 2019 (i.e. the last date for receipt of Postal Ballot Forms)

Resolution No -1			
Approval for appointment of Mrs. Annapurna Dixit (DIN: 06844250) as Non-Executive and Independent Director of the Company.			
Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Rs. 10/- each. (No.of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	22	23,35,637	54.79
Total Votes received through physical ballot mode	13	19,27,425	45.21
Total Number of Invalid Votes	Nil	Nil	
Total Number of Valid Votes	35	42,63,062	100
Total Number of Votes against the resolution	3	106	0.002
Total Number of Votes in favour of Resolution	32	42,62,956	99.99



Resolution No - 2			
Approval for continuation of Mr. Charanjit Lal Handa (DIN: 00928283) as Non-Executive and Independent Director, on attainment of the age of Seventy-Five (75) Years			
Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Rs. 10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	22	2335637	54.79
Total Votes received through physical ballot mode	13	19,27,425	45.21
Total Number of Invalid Votes	Nil	Nil	
Total Number of Valid Votes	35	42,63,062	100
Total Number of Votes against the resolution	5	766	0.02
Total Number of Votes in favour of Resolution	30	42,62,296	99.98

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Resolution No - 3			
Approval for continuation of Mr. Shashank (DIN: 01569514) as Non-Executive and Independent Director, on attainment of the age of Seventy-Five (75) Years			
Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Rs. 10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	22	23,35,637	54.79
Total Votes received through physical ballot mode	13	19,27,425	45.21
Total Number of Invalid Votes	Nil	Nil	
Total Number of Valid Votes	35	42,63,062	100
Total Number of Votes against the resolution	5	766	0.02
Total Number of Votes in favour of Resolution	30	42,62,296	99.98

For Bhartiya International Limited



Manoj Khattar
(Whole-Time Director)

