

Ref.: BIL/SE/2024-25/41

BHARTIYA
FASHION

Date: 27th September, 2024

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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SUB: SCRUTINIZER'S REPORT

Dear Sir/Madam,

Please find enclosed the Scrutinizer's Report issued by M/s. RSM & Co. Company Secretaries, on evoting process (remote e-voting & evoting at Annual General Meeting) for resolutions passed at the 37th Annual General Meeting of the Company, held on Friday, 27th September, 2024.

This is for your information and record.

Thanking you,

Yours Sincerely,

For Bhartiya International Ltd.

Yogesh Kumar Gautam
(Company Secretary cum Compliance Officer)

Encl.: a/a

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Chairman,
BHARTIYA INTERNATIONAL LIMITED
56/7, Nallambakkam Village (Via Vandalur),
Chennai, Tamil Nadu- 600048

Name of the Company	BHARTIYA INTERNATIONAL LIMITED
Meeting	37 th Annual General Meeting
Day, Date and Time	Friday, 27 th September 2024 at 11:00 A.M. (IST)
Mode	Video Conferencing (VC) / Other Audio-Visual Means (OAVM) "VC/OAVM"

1. Appointment of Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by members during the 37th Annual General Meeting (AGM) of Bhartiya International Limited (the "Company") held on 27th September 2024 at 11:00 A.M. (IST) through "VC/OAVM".

Our responsibility as a Scrutinizer was to ensure that the voting process conducted in a fair and transparent manner and submit a Scrutinizer's Report on the voting on resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice Convening the AGM

2.1 Pursuant to relevant circulars issued by the Ministry of Corporate Affairs (MCA) for holding the AGM or other General Meetings of the members through Video Conferencing (VC) or Other Audio Visual Means (OAVM), the advertisements were published in The Hindu- Tamil (Chennai Edition) (Vernacular Newspaper), Business Standard English (Chennai Edition) and Business Standard-English and Hindi (Delhi Editions) on September 04, 2024 specifying the date and time of the AGM, availability of the AGM notice on Company's website and website of the Stock Exchanges, manner of voting through remote e- voting or through e-voting during the AGM and dispatch of notice etc.

2.2 The Company hosted the notice of AGM on its website, website of the National Securities Depository Limited ("NSDL") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company for remote e-voting and e-voting at the AGM (Instapoll) and intimated the same to BSE Limited and National Stock Exchange of India Limited on September 02, 2024.



2.3 The Company informed that on the basis of the Register of members and the list of Beneficial Owners made available by Company's Registrar and Transfer Agent, MAS Services Limited (RTA) and the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) respectively, the Company has sent the AGM Notice and Annual Report for the financial year 2023-24 on **September 02, 2024**, only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company/RTA/Depositories.

3. Cut-off date

The Voting rights were reckoned as on **September 20, 2024**, being the cut-off date for the purpose of deciding the entitlement of members for remote e-voting and e-voting at the AGM.

4. Remote E-voting process

4.1 Agency

The Company has appointed M/s National Securities Depository Limited ("NSDL") as the agency providing the platform for remote e-voting and e-voting at the AGM.

4.2 Remote E-voting period

The remote e-voting platform was open from **Tuesday, September 24, 2024 (09.00 A.M. IST)** till **Thursday, September 26, 2024 (05.00 P.M. IST)** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the remote e-voting platform provided by "NSDL".

5. Voting at the AGM

5.1 The members attending the AGM who had not already cast their vote by remote e-voting were allowed to exercise their right to e-voting at the Meeting. The members who had cast their vote by remote e-voting prior to the Meeting could attend the AGM but were not entitled to cast their vote again.

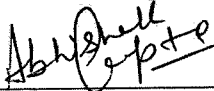
5.2 Accordingly, NSDL, the remote e-voting agency, provided us with the name, DP ID, Client ID/ folios and shareholding of members who have cast their votes through remote e-voting.

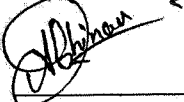
6. Counting Process

On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members during the AGM, on the NSDL e-voting platform and downloaded the results in the presence of two witnesses who were not in the employment of the Company and /or NSDL.



They have signed below in confirmation of the same.


Mr. Abhishek Gupta

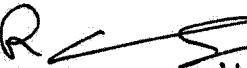

CS Abhinav Bharadwaj

7. Results

7.1 Consolidated Results with respect to each item on the agenda as set out in the Notice of the AGM are enclosed herewith as an Annexure-1.

7.2 Based on the aforesaid results, we report that 3 (Three) Ordinary Resolution(s) as set out in the Item No. 1 to 3 and 3 (Three) Special Resolution(s) as set out in the Item No. 4 to 6 of the Notice of 37th AGM have been passed with the requisite majority.

For RSM & Co.
Company Secretaries


RAVI SHARMA

Partner

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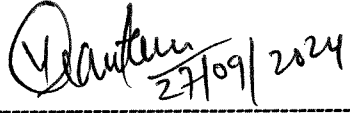
UDIN F004468F001338405

Peer Review No 978/2020

Date : September 27, 2024

Place : Delhi




27/09/2024
Countersigned by
~~Chairman of the Meeting~~
Authorized Representative of Chairman ✓

CONSOLIDATED REPORT

BHARTIYA INTERNATIONAL LIMITED

37TH ANNUAL GENERAL MEETING (AGM) HELD ON FRIDAY, SEPTEMBER 27, 2024 AT 11:00 A.M. (IST)

ORDINARY BUSINESS

ITEM NO. 1: ORDINARY RESOLUTION

ADOPTION OF FINANCIAL STATEMENTS

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	158	7042387	1	31	159	7042418	99.9997
Voted against the resolution	8	23	0	0	8	23	0.0003
Total	166	7042410	1	31	167	7042441	100
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Therefore, the Resolution No. 1 has been approved with requisite majority.

ITEM NO. 2: ORDINARY RESOLUTION

APPOINTMENT OF DIRECTOR

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	157	7042287	1	31	158	7042318	99.9983
Voted against the resolution	9	123	0	0	9	123	0.0017
Total	166	7042410	1	31	167	7042441	100
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Therefore, the Resolution No. 2 has been approved with requisite majority.

SPECIAL BUSINESS

ITEM NO. 3: ORDINARY RESOLUTION

TO APPROVE THE LIMIT OF REMUNERATION PAYABLE TO RELATED PARTY'S APPOINTMENT TO ANY OFFICE OR PLACE OF PROFIT

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	157	7042287	1	31	158	7042318	99.9983
Voted against the resolution	9	123	0	0	9	123	0.0017
Total	166	7042410	1	31	167	7042441	100
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Therefore, the Resolution No. 3 has been approved with requisite majority.



ITEM NO. 4: SPECIAL RESOLUTION**TO APPROVE THE LIMIT OF REMUNERATION PAYABLE TO MR. ROBERT BURTON MOORE JR. (DIN-08108097) OVER AND ABOVE OTHER NON-EXECUTIVE DIRECTORS**

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	157	7042287	1	31	158	7042318	99.9983
Voted against the resolution	9	123	0	0	9	123	0.0017
Total	166	7042410	1	31	167	7042441	100
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Therefore, the Resolution No. 4 has been approved with requisite majority.

ITEM NO. 5: SPECIAL RESOLUTION**TO APPROVE THE CONTINUATION OF MR. ROBERT BURTON MOORE JR. (DIN: 08108097) AS A NON-EXECUTIVE DIRECTOR BEYOND THE AGE OF 75 YEARS**

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	157	7042287	1	31	158	7042318	99.9983
Voted against the resolution	9	123	0	0	9	123	0.0017
Total	166	7042410	1	31	167	7042441	100
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Therefore, the Resolution No. 5 has been approved with requisite majority.

ITEM NO. 6: SPECIAL RESOLUTION**TO APPROVE THE RE-APPOINTMENT OF MS. SANNOVANDA MACHAIAH SWATHI (DIN: 06952954) AS NON-EXECUTIVE INDEPENDENT DIRECTOR FOR SECOND TERM**

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	157	7042287	1	31	158	7042318	99.9983
Voted against the resolution	9	123	0	0	9	123	0.0017
Total	166	7042410	1	31	167	7042441	100
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Therefore, the Resolution No. 6 has been approved with requisite majority.

For RSM & Co.
Company Secretaries

CS RAVI SHARMA
 Partner
FCS: 4468 | COP No.: 3666
UDIN : F004468F001338405
Peer Review No. 978/2020

Date: 27.09.2024

Place: Delhi