

Ref.: BIL/SE/2023-24/34

BHARTIYA
FASHION

Date: 30th September, 2023

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| 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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LIMITED**
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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 36th Annual General Meeting of the Company, held on Friday, 29th September, 2023.

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 | 36 th Annual General Meeting |
| Day, Date and Time | Friday, 29 th September, 2023 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 36th Annual General Meeting (AGM) of **Bhartiya International Limited** (the "Company") held on 29th September, 2023 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 (Chennai & New Delhi Edition(s)- English Newspaper)** and **Business Standard (New Delhi Edition- Hindi Newspaper)** on **September 02, 2023** 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, 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 also intimated the same to **BSE Limited and National Stock Exchange of India Limited** on **September 01, 2023**.



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 2022-23 on September 01, 2023, 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 22, 2023, 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 26, 2023 (09.00 A.M. IST) till Thursday, September 28, 2023 (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 Bhatt



Ms. Suman Pandey

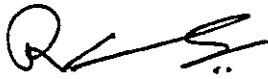


7. Results

- 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 2 (Two) Special Resolution(s) as set out in the Item No. 4 & 5 of the Notice of 36th AGM have been passed with the requisite majority.

For RSM & Co.
Company Secretaries





CS RAVI SHARMA

Partner

FCS: 4468 | COP No.: 3666


UDIN F004468E001130285

Peer Review No 978/2020,

Date : September 29, 2023

Place : Delhi




Yogesh Kumar Gaudam

Countersigned by

~~Chairman of the Meeting~~ / Authorized Representative of Chairman ✓

**CONSOLIDATED REPORT
BHARTIYA INTERNATIONAL LIMITED**

36TH ANNUAL GENERAL MEETING (AGM) HELD ON FRIDAY, SEPTEMBER 29, 2023 AT 11:00 A.M. (IST)

ORDINARY BUSINESS

Item No. 1-Ordinary Resolution

ANNEXURE-1

**ADOPTION OF (a) AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON; AND
(b) AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, TOGETHER WITH THE REPORT OF THE AUDITORS THEREON.**

| 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. | 136 | 70,37,299 | - | - | 136 | 70,37,299 | 99.9996 |
| Voted against the resolution | 14 | 30 | - | - | 14 | 30 | 0.0004 |
| Total | 150 | 70,37,329 | - | - | 150 | 70,37,329 | 100.0000 |
| Abstain Votes | - | - | - | - | - | - | - |
| Invalid Votes | - | - | - | - | - | - | - |

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

Item No. 2-Ordinary Resolution

TO APPOINT A DIRECTOR IN THE PLACE OF Mr. SNEHDEEP AGGARWAL (DIN: 00928080), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

| 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 | 135 | 70,37,199 | - | - | 135 | 70,37,199 | 99.9982 |
| Voted against the resolution | 15 | 130 | - | - | 15 | 130 | 0.0018 |
| Total | 150 | 70,37,329 | - | - | 150 | 70,37,329 | 100.0000 |
| 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 | 134 | 70,32,784 | - | - | 134 | 70,32,784 | 99.9354 |
| Voted against the resolution | 16 | 4,545 | - | - | 16 | 4,545 | 0.0646 |
| Total | 150 | 70,37,329 | - | - | 150 | 70,37,329 | 100.0000 |
| 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 | 134 | 70,32,784 | - | - | 134 | 70,32,784 | 99.9354 |
| Voted against the resolution | 16 | 4,545 | - | - | 16 | 4,545 | 0.0646 |
| Total | 150 | 70,37,329 | - | - | 150 | 70,37,329 | 100.0000 |
| Abstain Votes | - | - | - | - | - | - | - |
| Invalid Votes | - | - | - | - | - | - | - |

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

Item No. 5-Special Resolution

RE-APPOINTMENT OF Mr. MANOJ KHATTAR (DIN: 00694981) AS WHOLE TIME DIRECTOR FOR ANOTHER TERM OF FIVE 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 | 134 | 70,27,503 | - | - | 134 | 70,27,503 | 99.9982 |
| Voted against the resolution | 15 | 130 | - | - | 15 | 130 | 0.0018 |
| Total | 149 | 70,27,633 | - | - | 149 | 70,27,633 | 100.0000 |
| Abstain Votes | - | - | - | - | - | - | - |
| Invalid Votes | - | - | - | - | - | - | - |

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

For RSM & Co.
Company Secretaries



CS RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
UDIN : F004468E001130285
Peer Review No. 978/2020



Date: September 29, 2023
Place: Delhi