

Ref.: BIL/SE/2024-25/21

**BHARTIYA**  
FASHION

**Date: 4<sup>th</sup> June, 2024**

The General Manager,  
Listing Department,  
BSE Limited,  
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**Scrip Code: 526666**

CIN L74899TN1987PLC111744

**Sub.: SCRUTINIZER'S REPORT AND VOTING RESULTS**

[www.bhartiya.com](http://www.bhartiya.com)

Pursuant to Regulation 44(3) of the Listing Regulations and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, we are submitting Scrutinizer's Report and voting results based on the Scrutinizer's Report received from M/s RSM & Co. Company Secretaries, on evoting process (remote e-voting & evoting at Extra Ordinary General Meeting) for resolution passed at the Extra Ordinary General Meeting of the Company, held on Monday, 3<sup>rd</sup> June, 2024.

This is for your information and records.

Thanking you,

**Yours sincerely,  
For Bhartiya International Limited**

**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,  
Chennai, Tamil Nadu, India, 600048

Name of the Company	Bhartiya International Limited
Meeting	13 <sup>th</sup> Extraordinary General Meeting (EGM)
Day, Date and Time	Monday, 3 <sup>rd</sup> day of June 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 **Extraordinary General Meeting (EGM)** of **Bhartiya International Limited** (the "Company") held on Monday, 03<sup>rd</sup> day of June 2024 at 11.00 A.M (IST) through "VC/OAVM". Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit Scrutinizer's Report on the voting on resolution(s), based on the reports generated from the electronic voting system.

### 2. Dispatch of Notice Convening the EGM

2.1 Pursuant to relevant circulars issued by the Ministry of Corporate Affairs (MCA) for holding the General Meeting(s) of the members through Video Conferencing (VC) or Other Audio Visual Means (OAVM), the advertisements were published in Business Standard – English Chennai (Edition) Business Standard–English and Hindi (Delhi Edition) and The Hindu–Tamil(Chennai Edition-Vernacular news) on May 11, 2024 specifying the date and time of the EGM, availability of the EGM notice on Company's website, manner of registration of email IDs by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting during the EGM, dispatch of notice etc.

2.2 The Company hosted the notice of EGM on its website, **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 EGM (Instapoll) and also intimated the same to **BSE Limited and National Stock Exchange of India Limited** on May 10, 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 EGM Notice on **May 10, 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 **May 27, 2024**, being the "cut-off date" for the purpose of deciding the entitlement of members for remote e-voting and e-voting at the EGM.

**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 EGM.

**4.2 Remote E-voting period**

The remote e-voting platform was open from **Friday, May 31, 2024 (09.00 A.M. IST)** till **Sunday, June 02, 2024 (05.00 P.M. IST)** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolution on the remote e-voting platform provided by "MAS".

**5. Voting at the EGM**

- 5.1 The members attending the EGM who had not already cast their vote by remote e-voting were allowed to exercise their right to vote at the Meeting. The members who had cast their vote by remote e-voting prior to the Meeting could attend the EGM 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 had cast their votes through remote e-voting and at the EGM through InstaPoll.

**6. Counting Process**

On completion of e-voting during the EGM, we unblocked the results of the remote e-voting and Instapoll at EGM, 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 token of confirmation of the same.

Mr. Abhinav Bhardwaj

Ms. Yashpal Singh



7. Results

7.1 Consolidated Results of the Remote E-Voting and InstaPoll, based on the reports generated by NSDL are as under: -

**SPECIAL BUSINESS**

**Item No. 1: Special Resolution**

ISSUANCE OF FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO 'PROMOTER & PROMOTER GROUP CATEGORY' ON PREFERENTIAL BASIS							
Particulars	Remote e-voting		Voting at the EGM		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 favour of the resolution	95	70,20,162	10	16	105	70,20,178	99.9999
Voted against the resolution	06	09	Nil	Nil	6	9	0.0001
<b>Total</b>	<b>101</b>	<b>70,20,171</b>	<b>10</b>	<b>16</b>	<b>111</b>	<b>70,20,187</b>	<b>100</b>
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Based on the aforesaid results, we report that Special Resolution as set out in the Item No. 1 of the EGM Notice have been passed with the requisite majority.

For RSM & Co.  
Company Secretaries



**CS RAVI SHARMA**  
Partner

FCS: 4468 | COP No.: 3666  
UDIN: F004468F000524341  
Peer Review No 978/2020



Date : 04.06.2024  
Place : Delhi



Countersigned by  
~~Chairman of the Meeting~~/ Person authorized by the Chairman

# **BHARTIYA INTERNATIONAL LIMITED**

## **VOTING RESULTS OF REMOTE E-VOTING AND E-VOTING (13<sup>TH</sup> EXTRA ORDINARY GENERAL MEETING)**

<b>Date of Extra Ordinary General Meeting</b>	<b>3<sup>rd</sup> June, 2024</b>
<b>Total number of shareholders on record date/cut off date i.e. 27<sup>th</sup> May, 2024</b>	<b>5502</b>
<b>No. of shareholders present in the meeting either in person or through proxy</b> a) Promoters and Promoter group b) Public	<b>N.A.</b>
<b>No. of shareholders attended the meeting through video conferencing</b> a) Promoters and Promoter group b) Public	<b>10</b> <b>79</b>

# BHARTIYA INTERNATIONAL LIMITED

## VOTING RESULTS OF REMOTE E-VOTING AND E-VOTING (13<sup>TH</sup> EXTRA ORDINARY GENERAL MEETING)

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Issuance of Fully Convertible Warrants to the persons belonging to 'Promoter & Promoter Group Category' on Preferential Basis				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7001649	6996649	99.9286	6996649	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	7001649	6996649	99.9286	6996649	0	100.0000	0.0000
Public- Institutions	E-Voting	1020857	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1020857	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4186905	23529	0.5620	23520	9	99.9617	0.0383
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	4186905	23529	0.5620	23520	9	99.9617	0.0383
<b>Total</b>		12209411	7020178	57.4981	7020169	9	99.9999	0.0001