

Ref.: BIL/SE/2021-22/34

**Date: 30<sup>th</sup> September, 2021**

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  <b>NSE Symbol: BIL/EQ</b>	The General Manager, Listing Department, BSE Limited, Floor -25, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai- 400001 Fax - 022-22722037/39/41/61  <b>Scrp Code: 526666</b>
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CIN L74899TN1987PLC111744

[www.bhartiya.com](http://www.bhartiya.com)**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 34<sup>th</sup> Annual General Meeting of the Company, held on Wednesday, 29<sup>th</sup> September, 2021.

Kindly take the same on your 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(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015]

The Chairman,  
BHARTIYA INTERNATIONAL LIMITED

Name of the Company	BHARTIYA INTERNATIONAL LIMITED
Meeting	34 <sup>th</sup> Annual General Meeting
Day, Date and Time	Wednesday, 29 <sup>th</sup> September, 2021 at 11.00 a.m.
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 34<sup>th</sup> Annual General Meeting of the **BHARTIYA INTERNATIONAL LIMITED** (the Company) held on 29<sup>th</sup> September, 2021 at 11.00 a.m. through "**VC/OAVM**". Our responsibility as a Scrutinizer was to ensure that the voting process as 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 General Circulars No. 14/2020, 17/2020, 20/2020 and 2/2021 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020 and 13<sup>th</sup> January 2021 respectively issued by the Ministry of Corporate Affairs advertisement was published in Business Standard, -English, and Hindi-Delhi edition and Hindu Tamil-Chennai edition) on August 24, 2021 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 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 AGM.
- 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 1, 2021.



- 2.3 The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by M/s Mas Services Limited, the Registrar and Share Transfer Agents (RTA) of the Company and the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL) respectively, the Company has sent the AGM Notice and Annual Report on September 1, 2021, only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company /Depositories.

**3. Cut-off date**

The Voting rights were reckoned as on September 22, 2021, 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 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**

Remote e-voting platform was open from Sunday, September 26, 2021 (9.00 a.m. IST) till Tuesday, September 28, 2021 (5.00 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, National Securities Depository Limited ("NSDL"), the remote e-voting agency provided us with the name, DP ID, Client ID/ folios and shareholding of members who have casted their votes through remote e-voting.

**6. Counting Process**

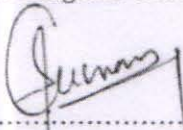
On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members during the AGM, on the National Securities Depository Limited ("NSDL") e-voting platform and downloaded the results.

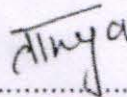


**R S M & CO.**  
**COMPANY SECRETARIES**

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Tel +91 11 23623813, +91 11 43709121,  
Email rsmco121@gmail.com alternate ravi@csrsm.com  
ICSI Unique Code: P1997DE017000

It was unblocked in the presence of two witnesses Ms. Suman Pandey and Ms. Tanya Garg who were not in the employment of the company. They have signed below in confirmation of the same.

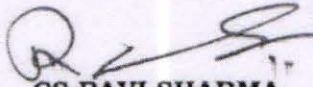
  
.....  
(Signature of the Witness)

  
.....  
(Signature of the Witness)

**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 Annexure-1.
- 7.2 Based on the aforesaid results, we report that three Ordinary Resolutions as set out in the item Nos. 1 to 3 and two Special Resolutions as set out in the item Nos. 4 and 5 of the Notice of 34<sup>th</sup> AGM have been passed with the requisite majority.


For RSM & Co.  
Company Secretaries

  
**CS RAVI SHARMA**  
Partner

FCS: 4468 | COP No.: 3666  
UDIN F004468C001036941



Date : 29.09.2021  
Place : Delhi

  
.....  
Countersigned by  
Chairman of the Meeting / ~~authorised representative of the Chairman~~  
Manoj Khattar

**CONSOLIDATED REPORT**  
**BHARTIYA INTERNATIONAL LIMITED**  
**34TH ANNUAL GENERAL MEETING HELD ON 29TH SEPTEMBER, 2021**

**Ordinary Business**

**Item No. 1-Ordinary Resolution**

ANNEXURE 1

**ADOPTION OF AUDITED FINANCIAL STATEMENTS (STANDALONE & CONSOLIDATED) FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021**

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	114	7,072,269	2	443	116	7,072,712	99.9995
Voted against the resolution	13	35	-	-	13	35	0.0005
<b>Total</b>	<b>127</b>	<b>7,072,304</b>	<b>2</b>	<b>443</b>	<b>129</b>	<b>7,072,747</b>	<b>100.0000</b>
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 PLACE OF MR. MANOJ KHATTAR (DIN: 00694981), RETIRES BY ROTATION, 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	114	7,072,269	2	443	116	7,072,712	99.9995
Voted against the resolution	13	35	-	-	13	35	0.0005
<b>Total</b>	<b>127</b>	<b>7,072,304</b>	<b>2</b>	<b>443</b>	<b>129</b>	<b>7,072,747</b>	<b>100.0000</b>
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

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

**Item No. 3-Ordinary Resolution**

**TO RATIFY AND APPROVE THE LIMIT OF REMUNERATION PAYABLE TO RELATED PARTY'S APPOINTMENT TO ANY OFFICE AND 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	112	7,072,236	2	443	114	7,072,679	99.9990
Voted against the resolution	15	68	-	-	15	68	0.0010
<b>Total</b>	<b>127</b>	<b>7,072,304</b>	<b>2</b>	<b>443</b>	<b>129</b>	<b>7,072,747</b>	<b>100.0000</b>
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

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



SPECIAL BUSINESS

**Item No. 4-Special Resolution**

**TO APPROVE THE LIMIT OF REMUNERATION PAYABLE TO MR. ROBERT BURTON MOORE JR., 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	111	7,072,006	2	443	113	7,072,449	99.9958
Voted against the resolution	16	298	-	-	16	298	0.0042
<b>Total</b>	<b>127</b>	<b>7,072,304</b>	<b>2</b>	<b>443</b>	<b>129</b>	<b>7,072,747</b>	<b>100.0000</b>
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

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

**Item No. 5-Special Resolution**

**APPROVAL OF REMUNERATION OF MR. MANOJ KHATTAR (DIN:00694981), WHOLE-TIME DIRECTOR, WHOLE-TIME DIRECTOR OF THE COMPANY FOR THE PERIOD W.E.F. 13TH AUGUST, 2021 TO 12TH AUGUST, 2023**

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	111	7,072,231	2	443	113	7,072,674	99.9990
Voted against the resolution	16	73	-	-	16	73	0.0010
<b>Total</b>	<b>127</b>	<b>7,072,304</b>	<b>2</b>	<b>443</b>	<b>129</b>	<b>7,072,747</b>	<b>100.0000</b>
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

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

Date: September 29, 2021  
Place: Delhi

For RSM & Co.  
Company Secretaries




CS RAVI SHARMA  
Partner  
FCS: 4468 | COP No.: 3666  
UDIN : F004468C001036941