

Ref.: BIL/SE/2022-23/35

BHARTIYA
FASHION

Date: 29th September, 2022

<p>The Vice-President, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No. – C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai – 400051 Fax – 022-26598237/38</p> <p>NSE Symbol: BIL/EQ</p>	<p>The General Manager, Listing Department, BSE Limited, Floor -25, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai- 400001 Fax – 022-22722037/39/41/61</p> <p>Scrip Code: 526666</p>	<p>BHARTIYA INTERNATIONAL LIMITED 38, Sector 44 Gurgaon 122 002 New Delhi Capital Region India T +91 124 488 8555 F +91 124 488 8500 E bhartiya@bhartiya.com</p> <p>CIN L74899TN1987PLC111744</p> <p>www.bhartiya.com</p>
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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 35th Annual General Meeting of the Company, held on Thursday, 29th September, 2022.

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(4) (ix) of the Companies
(Management and Administration) Amendment Rules, 2015]

The Chairman,
Bhartiya International Limited

Name of the Company	BHARTIYA INTERNATIONAL LIMITED
Meeting	35 th Annual General Meeting
Day, Date and Time	Thursday, 29 th September, 2022 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 35th Annual General Meeting of the **BHARTIYA INTERNATIONAL LIMITED** (the Company) held on 29th September, 2022 at 11.00 a.m. through "VC/OAVM". Our responsibility as a Scrutinizer was to ensure that the voting process is 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 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 Business Standard, Chennai and New Delhi Editions (English newspaper) and Business Standard, New Delhi edition (Hindi newspaper) and Hindu-Tamil (Regional Language Newspaper) on August 25, 2022 & September 2, 2022 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, 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 1, 2022.



- 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 Services (India) Limited (CDSL) respectively, the Company has sent the AGM Notice and Annual Report on September 1, 2022 only by the electronic mode (e-mail) to those Members whose email addresses were registered with the Company /Depositories/RTA.

3. Cut-off date

The Voting rights were reckoned as on September 22, 2022, 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 Monday, September 26, 2022 (9.00 a.m. IST) till Wednesday, September 28, 2022 (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

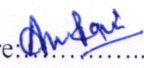
- 5.1 The Members attending the AGM who had not already cast their vote by remote e-voting were allowed to exercise their right to e-voting at the meeting. The Members who had cast their vote by remote e-voting prior to the Meeting, could attend the AGM but were not entitled to cast their vote again.

- 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 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 National Securities Depository Limited (“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.

Signature: 
Name: CS Suman Pandey

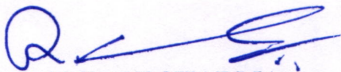
Signature: 
Name: CS Anu Rani



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 Four Ordinary Resolutions as set out in the item No. 1 to 3 & 7 and Four Special Resolutions as set out in the item No. 4 to 6 & 8 of the Notice of 35th AGM have been passed with the requisite majority.

For RSM & Co.
Company Secretaries



CS RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
UDIN F004468D001080664



Date : 29.09.2022
Place : Delhi

Countersigned by
Chairman of the Meeting/ Authorized Representative of Chairman

CONSOLIDATED REPORT

BHARTIYA INTERNATIONAL LIMITED

35TH ANNUAL GENERAL MEETING HELD ON 29TH SEPTEMBER, 2022

Ordinary Business

Item No. 1-Ordinary Resolution ANNEXURE I

ADOPTION OF AUDITED FINANCIAL STATEMENTS (STANDALONE & CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND 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	130	7,074,210	-	-	130	7,074,210	99.4372
Voted against the resolution	14	40,040	-	-	14	40,040	0.5628
Total	144	7,114,250	-	-	144	7,114,250	100.0000
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

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

Item No. 2-Ordinary Resolution

RE-APPOINTMENT OF Mr. NIKHIL AGGARWAL (DIN: 01891082) DIRECTOR, LIABLE TO RETIRE BY ROTATION.

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	129	7,074,110	-	-	129	7,074,110	99.4358
Voted against the resolution	15	40,140	-	-	15	40,140	0.5642
Total	144	7,114,250	-	-	144	7,114,250	100.0000
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

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

Item No. 3-Ordinary Resolution

APPOINTMENT OF M/s SUSHIL PODDAR & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 014969N) AS STATUTORY AUDITORS OF THE COMPANY FOR A 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	130	7,074,210	-	-	130	7,074,210	99.4372
Voted against the resolution	14	40,040	-	-	14	40,040	0.5628
Total	144	7,114,250	-	-	144	7,114,250	100.0000
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

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



Special Business							
Item No. 4-Special Resolution							
APPOINTMENT OF Mr. NAVKIRAN SINGH GHEI (DIN: 09649188) AS AN INDEPENDENT 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	129	7,074,110	-	-	129	7,074,110	99.4358
Voted against the resolution	15	40,140	-	-	15	40,140	0.5642
Total	144	7,114,250			144	7,114,250	100.0000
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

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

Item No. 5-Special Resolution							
APPOINTMENT OF Mr. VIVEK KAPUR (DIN: 09678378) AS AN INDEPENDENT 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	129	7,074,110	-	-	129	7,074,110	99.4358
Voted against the resolution	15	40,140	-	-	15	40,140	0.5642
Total	144	7,114,250	-	-	144	7,114,250	100.0000
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

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

Item No. 6-Special Resolution							
APPOINTMENT OF Mr. DEEPAK BHOJWANI (DIN: 07351577) AS AN INDEPENDENT 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	129	7,074,110	-	-	129	7,074,110	99.4358
Voted against the resolution	15	40,140	-	-	15	40,140	0.5642
Total	144	7,114,250	-	-	144	7,114,250	100.0000
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

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



Item No. 7-Ordinary Resolution							
TO RATIFY AND APPROVE THE LIMIT OF REMUNERATION PAYABLE TO Mr. ROBERT BURTON MOORE JR. (DIN:							
	Remote e-voting		Voting at the AGM		Consolidated voting results		
Particulars	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	129	7,074,110	-	-	129	7,074,110	99.4358
Voted against the resolution	15	40,140	-	-	15	40,140	0.5642
Total	144	7,114,250			144	7,114,250	100.0000
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

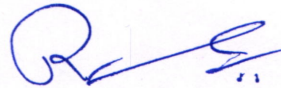
Therefore, the Resolution No. 7 has been approved with requisite majority.

Item No. 8-Special Resolution							
TO APPROVE THE LIMIT OF REMUNERATION PAYABLE TO Mr. ROBERT BURTON MOORE JR. (DIN: 08108097) OVER AND ABOVE OTHER NON-EXECUTIVE DIRECTORS.							
	Remote e-voting		Voting at the AGM		Consolidated voting results		
Particulars	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	129	7,074,110	-	-	129	7,074,110	99.4358
Voted against the resolution	15	40,140	-	-	15	40,140	0.5642
Total	144	7,114,250			144	7,114,250	100.0000
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Therefore, the Resolution No. 8 has been approved with requisite majority.

Date: 29.09.2022

Place: Delhi



For RSM & Co.
Company Secretaries
CS RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
UDIN : F004468D001080664

