

Date: 1<sup>st</sup> October 2020

**BHARTIYA**  
FASHION

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>Scrip Code: 526666</b>
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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

CIN L74899TN1987PLC111744

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

Dear Sir/Madam,

**SUB: SCRUTINIZER REPORT**

Please find attached the Scrutinizer Report on the ordinary and special resolutions passed at the Annual General Meeting of Bhartiya International Limited held on Tuesday 29<sup>th</sup> September 2020.

The above is for information and record please.

Thanking you,

Yours Sincerely,

**For Bhartiya International Limited**

  
**Shilpa Budhia**  
**(Company Secretary)**



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 read with General Circular Nos. 14/2020, 17/2020, 20/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020 and May 05, 2020 respectively & SEBI Circular dated May 12, 2020)

The Chairman,  
Bhartiya International Limited

<b>Name of the Company</b>	<b>BHARTIYA INTERNATIONAL LIMITED</b>
<b>Meeting</b>	<b>33<sup>rd</sup> Annual General Meeting</b>
<b>Day, Date and Time</b>	<b>Tuesday, 29<sup>th</sup> September, 2020 at 2.00 p.m.</b>
<b>Mode</b>	<b>Video Conferencing (VC) / Other Audio-Visual Means (OAVM)</b>

**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 33<sup>rd</sup> Annual General Meeting of the **BHARTIYA INTERNATIONAL LIMITED** (the Company) held on 29<sup>th</sup> September, 2020 at 2.00 p.m. through Video Conferencing (VC) / Other Audio-Visual Means (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 the 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 and 20/2020 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 respectively issued by the Ministry of Corporate Affairs advertisement was published in (Business Standard- English, Hindi editions and Hindu-Tamil) on 24<sup>th</sup> August 2020 and 5<sup>th</sup> September, 2020 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 etc.

2.2 The Company hosted the notice of AGM on its website, website of the Central Depository Services (India) Limited ("CDSL"), 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 4<sup>th</sup> September 2020.

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 4<sup>th</sup> September 2020, 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 Tuesday, 22<sup>nd</sup> September 2020, 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 Central Depository Services (India) Limited ("CDSL"), 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 from 9.30 a.m. (IST) on Saturday, September 26, 2020 till 5.00 p.m. (IST) on Monday, September 28, 2020 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 "CDSL".

### 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, Central Depository Services (India) Limited ("CDSL"), the remote e-voting agency provide 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 Central Depository Services (India) Limited ("CDSL"), e-voting platform and downloaded the results.

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

2E/207, | 2ND FLOOR | CAXTON HOUSE  
JHANDEWALAN EXTENSION | NEW DELHI 110 055  
Tel +91 11 23623813, +91 11 43709121,  
Email [rsmco121@gmail.com](mailto:rsmco121@gmail.com) alternate [ravi@csrsm.com](mailto:ravi@csrsm.com)  
ICSI Unique Code: P1997DE017000

**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 Nos. 1, 2, 3 and 5 and one special resolution set out in the item No. 4 of the Notice of 33<sup>rd</sup> AGM have been passed with the requisite majority.

For RSM & Co.  
Company Secretaries


CS RAVI SHARMA  
Partner  
FCS: 4468 | COP No.: 3666  
UDIN F004468B000814981

Date : September 30, 2020  
Place : Delhi


We the undersigned have witnessed that the votes cast through remote e-voting and e-voting at the AGM were unblocked in our presence on 29<sup>th</sup> September 2020.



CS Suman Pandey  
Address: 2E/207, Caxton House,  
Jhandewalan Extension, New Delhi 110055



Ms. Ishita Sharma  
Address: 2E/207, Caxton House  
Jhandewalan Extension, New Delhi

  
Countersigned by .....  
Chairman of the Meeting/Authorized Representative  
MANOJ KHATTAR

**CONSOLIDATED RESULTS**  
**BHARTIYA INTERNATIONAL LIMITED**

33rd Annual General Meeting held on 29th September 2020

**Item No. 1-Ordinary Resolution**

**ANNEXURE 1**

**ADOPTION OF AUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020 AND 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 favour of the resolution	100	66,60,588	4	1,720	104	66,62,308	99.9984
Voted against the resolution	7	106	-	-	7	106	0.0016
<b>Total</b>	<b>107</b>	<b>66,60,694</b>	<b>4</b>	<b>1,720</b>	<b>111</b>	<b>66,62,414</b>	<b>100.0000</b>
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. ROBERT BURTON MOORE JR [DIN: 08108097], WHO RETIRES 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 favour of the resolution	101	6660593	4	1,720	105	66,62,313	99.9984
Voted against the resolution	7	106	-	-	7	106	0.0016
<b>Total</b>	<b>108</b>	<b>66,60,699</b>	<b>4</b>	<b>1,720</b>	<b>112</b>	<b>66,62,419</b>	<b>100.0000</b>
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 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 favour of the resolution	102	6660603	4	1,720	106	66,62,323	99.9984
Voted against the resolution	7	106	-	-	7	106	0.0016
<b>Total</b>	<b>109</b>	<b>66,60,709</b>	<b>4</b>	<b>1,720</b>	<b>113</b>	<b>66,62,429</b>	<b>100.0000</b>
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. (DIN08108097) 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 to which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	101	6660593	4	1,720	105	66,62,313	99.9984
Voted against the resolution	7	106	-	-	7	106	0.0016
<b>Total</b>	<b>108</b>	<b>66,60,699</b>	<b>4</b>	<b>1,720</b>	<b>112</b>	<b>66,62,419</b>	<b>100.0000</b>
Invalid Votes	-	-	-	-	-	-	-

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

**Item No. 5- Ordinary Resolution**

**APPROVAL FOR APPOINTMENT OF MRS. SANNOVANDA MACHAIAH SWATHI (DIN: 06952954) AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY**

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 favour of the resolution*	263	6660593	4	1,720	267	66,62,313	99.9984
Voted against the resolution	7	106	-	-	7	106	0.0016
<b>Total</b>	<b>270</b>	<b>66,60,699</b>	<b>4</b>	<b>1,720</b>	<b>274</b>	<b>66,62,419</b>	<b>100.0000</b>
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 F004468B000814981