

Date: 2<sup>nd</sup> July 2019

**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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**SUB: POSTAL BALLOT MINUTES**

Please find enclosed the copy of minutes of the proceedings relating to declaration of result of the postal ballot of Bhartiya International Limited held on Monday, 10<sup>th</sup> June 2019 at 5:00 p.m at the registered office of the Company at 56/7, nallambakkam village, via vandalur, chennai - 600 048.

The above is for your information and records.

Thanking you,

Yours Sincerely,  
**For Bhartiya International Limited**

*Shilpa Budhia*  
**Shilpa Budhia**  
**Company Secretary**



**Encl: a/a**

# MINUTE BOOK

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## BHARTIYA INTERNATIONAL LIMITED

**MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULT OF THE POSTAL BALLOT OF BHARTIYA INTERNATIONAL LIMITED HELD ON MONDAY, 10<sup>TH</sup> JUNE 2019 AT 5:00 P.M AT THE REGISTERED OFFICE OF THE COMPANY AT 56/7, NALLAMBAKKAM VILLAGE, VIA VANDALUR, CHENNAI - 600 048.**

**COMMENCEMENT TIME: 5:00 P.M. AND CONCLUSION TIME: 5:30 P.M.**

Mr. Snehdeep Aggarwal, Chairman had conveyed his inability to be present at the Registered Office of the Company for the declaration of the results hence authorised Mr. Rakesh Whig to declare the results of the Postal Ballot.

Mr. Rakesh Whig informed that, pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and circulars and notifications issued thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Postal Ballot Notice along with the Postal Ballot Forms and the postage - prepaid self-addressed Business Reply Envelope was sent to those members who have not registered their e-mail ids with depositories or with the Company and e-mail was sent by National Securities Depository Limited (NSDL) to those members who have registered their e-mails with depositories, which was completed on 9<sup>th</sup> May, 2019 for seeking approval on the Resolution as set out therein through in the Postal Ballot Notice.

The said Postal Ballot Notice was approved by the Board of Directors on 3<sup>rd</sup> May, 2019. In the same meeting, the Board of Directors had also appointed Mr. Ravi Sharma (C.P. No. 3666)/Ms. Suman Pandey (C.P. No. 8404) Partners of RSM & Co., Practicing Company Secretary, as the 'Scrutinizer' for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

Further, pursuant to the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided the facility to the Members to exercise their votes electronically on the said Resolution through the e-voting facility arranged by National Securities Depository Limited (NSDL).

The members of the Company holding shares as on the "cut-off" date of 3<sup>rd</sup> May, 2019 were entitled to vote on the said Resolutions. The voting period for e-voting and Postal Ballot commenced on Friday, 10<sup>th</sup> May, 2019 (9:30 A.M. IST) and concluded on Saturday, 8<sup>th</sup> June, 2019 (5:00 P.M. IST) and the NSDL e-voting platform was blocked thereafter. The last date for the receipt of Postal Ballot Forms by the Scrutinizer was 8<sup>th</sup> June, 2019.

Then Scrutinizer after carrying out the scrutiny of Postal Ballot Forms received together with the results of the e-voting, submitted his report on Postal Ballots and E-Voting on 10<sup>th</sup> June, 2019 to the Chairman.

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As per authorisation provided by the Chairman, Mr. Rakesh Whig thereafter announced the following result of the Postal Ballot, as per the Scrutinizer's Report:

<b>Resolution No -1</b>			
<b>Approval for appointment of Mrs. Annapurna Dixit (DIN: 06844250) as Non-Executive and Independent Directors of the Company.</b>			
<b>Particulars</b>	<b>No. of Members who cast their votes</b>	<b>No. of Equity Shares of the Nominal Value of Rs. 10/- each. (No. of Votes)</b>	<b>% of Valid Votes Received</b>
Total Votes received by electronic mode	22	23,35,637	54.7877793
Total Votes received through physical ballot mode	13	19,27,425	45.2122207
Total Number of Invalid Votes	Nil	Nil	
Total Number of Valid Votes	35	42,63,062	100
Total Number of Votes against the resolution	3	106	0.002486476
Total Number of Votes in favour of Resolution	32	42,62,956	99.99751352

<b>Resolution No - 2</b>			
<b>Approval for continuation of Mr. Charanjit Lal Handa (DIN: 00928283) as Non-Executive and Independent Director, on attainment of the age of Seventy Five (75) Years</b>			
<b>Particulars</b>	<b>No. of Members who cast their votes</b>	<b>No. of Equity Shares of the Nominal Value of Rs. 10/- each. (No. of Votes)</b>	<b>% of Valid Votes Received</b>
Total Votes received by electronic mode	22	2335637	54.7877793
Total Votes received through physical ballot mode	13	19,27,425	45.2122207
Total Number of Invalid Votes	Nil	Nil	
Total Number of Valid Votes	35	42,63,062	100
Total Number of Votes against the resolution	5	766	0.017968305
Total Number of Votes in favour of Resolution	30	42,62,296	99.98203169

CHAIRMAN'S INITIALS

*Rakesh Whig*

# MINUTE BOOK



<b>Resolution No - 3</b>			
<b>Approval for continuation of Mr. Shashank (DIN: 01569514) as Non-Executive and Independent Director, on attainment of the age of Seventy Five (75) Years</b>			
<b>Particulars</b>	<b>No. of Members who cast their votes</b>	<b>No. of Equity Shares of the Nominal Value of Rs. 10/- each. (No. of Votes)</b>	<b>% of Valid Votes Received</b>
Total Votes received by electronic mode	22	23,35,637	54.7877793
Total Votes received through physical ballot mode	13	19,27,425	45.2122207
Total Number of Invalid Votes	Nil	Nil	
Total Number of Valid Votes	35	42,63,062	100
Total Number of Votes against the resolution	5	766	0.017968305
Total Number of Votes in favour of Resolution	30	42,62,296	99.98203169

Mr. Rakesh Whig declared that pursuant to the above voting results, the special resolutions as set out in the Postal Ballot Notice 3<sup>rd</sup> May, 2019 was approved and passed by the members of the Company and as per Secretarial Standards, the last date specified by the Company for receipt of Postal Ballot Forms and E-voting i.e. 8<sup>th</sup> June, 2019 was the date of passing of the resolutions as provided in the Postal Ballot Notice, presented below:

**Item no. 1 - Approval for appointment of Mrs. Annapurna Dixit (DIN: 06844250) as Non-Executive and Independent Directors of the Company.**

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Annapurna Dixit (DIN: 06844250), who was appointed as an Additional Director and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company for second term to hold office till 31 March, 2024.”

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

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# MINUTE BOOK



**Item no. 2 - Approval for continuation of Mr. Charanjit Lal Handa (DIN: 00928283) as Non-Executive and Independent Director, on attainment of the age of Seventy Five (75) Years**

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from 1st April, 2019) including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of Members of the Company be and is hereby accorded for continuance of Directorship of Mr. Charanjit Lal Handa (DIN: 00928283), as Non-Executive and Independent Director of the Company, who has attained the age limit of 75 years on the existing terms and conditions, from the effective date of the said Amendment Regulations i.e. 1st April, 2019 till the expiry of his existing term i.e. till 26th September, 2022.

**RESOLVED FURTHER THAT** Mr. Charanjit Lal Handa (DIN: 00928283) being eligible to continue his directorship as Non-Executive Independent Director of the Company has submitted a declaration under Section 164 of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

**Item no. 3 - Approval for continuation of Mr. Shashank (DIN: 01569514) as Non-Executive and Independent Director, on attainment of the age of Seventy Five (75) Years**

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from 1st April, 2019) including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of Members of the Company be and is hereby accorded for continuance of Directorship of Mr. Shashank (DIN: 01569514), as Non-Executive and Independent Director of the Company, even after attaining the age of 75 years on the existing terms and conditions till the expiry of his existing term i.e. till 26th September, 2022.

**RESOLVED FURTHER THAT** Mr. Shashank (DIN: 01569514) being eligible to continue his directorship as Non-Executive Independent Director of the Company has submitted a declaration under Section 164 of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

Mr. Rakesh Whig expressed his sincere thanks to Mr. Ravi Sharma for exercising due diligence for the entire Postal Ballot process and concluded the proceedings.

Date : 17/06/2019

Place : Chennai

CHAIRMAN

Date of entry in Minute Book 13.06.2019

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