

RESULT OF ANNUAL GENERAL MEETING

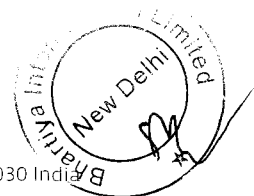
An Annual General Meeting (AGM) of the Company was held on Monday, the 8th September, 2014 at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, Institutional Area, New Delhi-110030 at 11.00 A.M. The Chairman of the meeting ordered a poll on the Ordinary and Special Business items of the Notice of AGM dated 19th July, 2014 to provide voting facility to all the shareholders and proxy holders who attended the AGM, in proportion to their shareholding.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company had provided a facility to the Members to vote electronically ("e-voting") on the aforementioned Special Resolution. The e-voting period commenced on 2nd September, 2014 (9.30 am) till 4th September, 2014 (6.00 pm).

The Company had appointed Mr. Ravi Sharma, Partner of RSM & Co., Practicing Company Secretary, as a Scrutinizer to conduct the e-voting process in a fair and a transparent manner and also to conduct the process of Poll at the EGM.

The Scrutinizer submitted his Report on the e-voting and Poll at the AGM and the following results were announced on Wednesday, 10th September, 2014 by the Chairman of the Meeting:

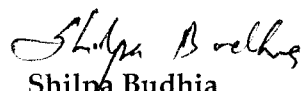
Resol ution No	Subject matter of the Resolution	Particular of Business	Total No of shares	Assent/Favour		Dissent/against	
				No of Votes	% of votes	No of Votes	% of votes
1	Adoption of Financial Statements	E-Voting	65399	65399	100.00	0	0
		Poll	6418309	6418307	99.99	2	0.001
		Total	6483708	6483706	99.99	2	0.001
2	Declaration of Dividend	E-Voting	65399	65399	100.00	0	0
		Poll	6418309	6418307	99.99	2	0.001
		Total	6483708	6483706	99.99	2	0.001



3	Appointment of Directors	E-Voting	65399	65399	100.00	0	0
		Poll	6418209	6418205	99.99	4	0.001
		Total	6483608	6483604	99.99	4	0.001
4	Appointment of Auditors (Ordinary Resolution)	E-Voting	65399	65399	100.00	0	0
		Poll	6418209	6418205	99.99	4	0.001
		Total	6483608	6483604	99.99	4	0.001
5	To re-appoint Mr. Snehdeep Aggarwal (DIN:00928080) as Managing Director (Ordinary Resolution)	E-Voting	65399	65399	100.00	0	0
		Poll	6418309	6418307	99.99	2	0.001
		Total	6483708	6483706	99.99	2	0.001
6	To re-appoint Mr. A.K. Gadhok (DIN:01254410) as a whole time Director (Ordinary Resolution)	E-Voting	65399	65399	100.00	0	0
		Poll	6418309	6418307	99.99	2	0.001
		Total	6483708	6483706	99.99	2	0.001
7	Authorization to the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)	E-Voting	65399	65399	100.00	0	0
		Poll	6418209	6418207	99.99	2	0.001
		Total	6483608	6483606	99.99	2	0.001
8	Authorization to the Board of Directors under Section 180(1)(a) of the Companies Act, 2013 (Special Resolution)	E-Voting	65399	65399	100.00	0	0
		Poll	6418209	6418207	99.99	2	0.001
		Total	6483608	6483606	99.99	2	0.001
9	To appoint Mr. Sandeep Seth (DIN:01408624) As An Independent Director (Ordinary Resolution)	E-Voting	65399	65399	100.00	0	0
		Poll	6418309	6418307	99.99	2	0.001
		Total	6483708	6483706	99.99	2	0.001
10	To Appoint Mr. Shashank (DIN:01569514) As An Independent Director (Ordinary Resolution)	E-Voting	65399	65399	100.00	0	0
		Poll	6418209	6418207	99.99	2	0.001
		Total	6483608	6483606	99.99	2	0.001
11	To Appoint Mr. A. Sahasranaman (DIN:01983690) As An Independent Director (Ordinary Resolution)	E-Voting	65399	65399	100.00	0	0
		Poll	6418209	6418207	99.99	2	0.001
		Total	6483608	6483606	99.99	2	0.001
12	To Appoint Mr. C.L. Handa (DIN:00928283) As An Independent Director (Ordinary Resolution)	E-Voting	65399	65399	100.00	0	0
		Poll	6418209	6418207	99.99	2	0.001
		Total	6483608	6483606	99.99	2	0.001
13	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015 (Ordinary Resolution)	E-Voting	65399	65399	100.00	0	0
		Poll	6418209	6418207	99.99	2	0.001
		Total	6483608	6483606	99.99	2	0.001

Accordingly, the above resolutions have been passed with overwhelming majority.

For Bhartiya International Limited


Shilpa Budhia
Company Secretary

Encl: Scrutinizer's Report

SCRUTINIZER'S REPORT

To,

The Chairman
BHARTIYA INTERNATIONAL LTD.
E-52, New Manglapuri, Mandi Road,
Mehrauli , New Delhi 110 030

**Subject: Report on the e-Voting Process for the Annual General Meeting of
BHARTIYA INTERNATIONAL LIMITED.**

Dear Sir,

I, Ravi Sharma, PCS, holding Membership Number FCS 4468 and Certificate of Practice Number - 3666 Partner of RSM & Co. Company Secretaries, D-63, JFF Complex, Jhandewalan, New Delhi 110 055 has been appointed by the Board of Directors of **BHARTIYA INTERNATIONAL LIMITED** as a Scrutinizer for conducting the e-voting process for the Annual General Meeting of the Company to be held on 8th September 2014.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20(3) (vi) of the Companies (Management and Administration) Rule 2014, the above electronic voting remained open to the members from 2nd September 2014 [9.30 AM] to 4th September 2014 [6.00 PM]. Further the e-voting period was completed three days prior to the date of meeting, as per the above Rule.

On completion of the E-voting period, in compliance of the provisions of Rule 20(3)(xi) of the Companies (Management and Administration) Rule 2014, in the presence of two witnesses, who were not the employees of the Company. The name and signatures of the witness appeared elsewhere in this report.



A faint circular stamp, likely a duplicate or a secondary seal, with a handwritten signature inside it.

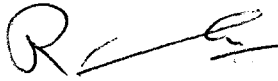
The following is the summary of e-voting result:

Resol uti on No	Subject matter of the Resolution	Total No of shares through E-voting	Assent/in favour of			Dissent/agai nst	
			No of Votes thru e- Voting	% of votes in favour of votes thru e voting	% of paid up capit al	No of Votes throu gh E- votin g	% of votes against on votes thru E voting
1	Adoption of Financial Statements	65399	65399	100	0.59	0	0
2	Declaration of Dividend	65399	65399	100	0.59	0	0
3	Appointment of Directors	65399	65399	100	0.59	0	0
4	Appointment of Auditors (Ordinary Resolution)	65399	65399	100	0.59	0	0
5	To re-appoint Mr. Snehdeep Aggarwal (DIN:00928080) as Managing Director (Ordinary Resolution)	65399	65399	100	0.59	0	0
6	To re-appoint Mr. A.K. Gadhok (DIN:01254410) as a whole time Director (Ordinary Resolution)	65399	65399	100	0.59	0	0
7	Authorization to the Board of Directors under Section 180(1)(c)of the Companies Act,2013 (Special Resolution)	65399	65399	100	0.59	0	0
8	Authorization to the Board of Directors under Section 180(1)(a)of the Companies Act,2013 (Special Resolution)	65399	65399	100	0.59	0	0
9	To appoint Mr. Sandeep Seth (DIN:01408624) As An Independent Director (Ordinary Resolution)	65399	65399	100	0.59	0	0
10	To Appoint Mr. Shashank (DIN:01569514) As An Independent Director (Ordinary Resolution)	65399	65399	100	0.59	0	0
11	To Appoint Mr. A. Sahasranaman (DIN:01983690) As An Independent Director (Ordinary Resolution)	65399	65399	100	0.59	0	0
12	To Appoint Mr. C.L. Handa (DIN:00928283) As An Independent Director (Ordinary Resolution)	65399	65399	100	0.59	0	0
13	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015 (Ordinary Resolution)	65399	65399	100	0.59	0	0



You may accordingly declare the result of the e-voting.

Thanking you,


(CS RAVI SHARMA)
FCS NO. 4468, C. P. No. 366
SCRUTINIZER
PARTNER [RSM & CO.]
COMPANY SECRETARIES



Place : Delhi

Dated : 05.09.2014

Witnesses to the unblocking of Votes:

- | | |
|---------------------------|---------------------------------|
| 1. Ms. Suman Pandey | 2. Mr. Amit Sharma |
| D-307A, Lajpat Nagar, | D-63, JFF Complex , Jhandewalan |
| Sahibabad, Ghaziabad U.P. | New Delhi 110 055 |

