

**Ref.: BIL/SE/2025-26/29**  
**Date: 29<sup>th</sup> September, 2025**

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

**NSE Symbol: BIL/EQ**

The General Manager,  
Listing Department,  
BSE Limited,  
Floor -25, Phiroze Jeejeebhoy Tower,  
Dalal Street, Mumbai- 400001  
Fax – 022-22722037/39/41/61

**Scrip Code: 526666**

**BHARTIYA INTERNATIONAL  
LIMITED**  
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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 38<sup>th</sup> Annual General Meeting of the Company held on Monday, 29<sup>th</sup> September, 2025.

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 of the Companies (Management and Administration) Rules, 2014 as amended read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Chairman,  
BHARTIYA INTERNATIONAL LIMITED  
56/7, Nallambakkam Village (Via Vandalur),  
Chennai, Tamil Nadu- 600048

Name of the Company	BHARTIYA INTERNATIONAL LIMITED
Meeting	38 <sup>th</sup> Annual General Meeting
Day, Date and Time	Monday, 29 <sup>th</sup> September 2025 at 11:00 A.M. (IST)
Mode	Video Conferencing (VC) / Other Audio-Visual Means (OAVM) "VC/OAVM"

#### 1. Appointment of Scrutinizer

I, Ravi Sharma, Membership No. F4468, Partner of RSM & Company Secretaries was appointed as the Scrutinizer by the Board of Director at their meeting held on 13<sup>th</sup> August 2025 for the purpose of Scrutinizing the process of remote e-voting as well as the e-voting by members during the 38<sup>th</sup> Annual General Meeting (AGM) of Bhartiya International Limited ("the Company") held on 29<sup>th</sup> September 2025 at 11:00 A.M. (IST) 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 (MCA) 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 The Hindu - Tamil (Chennai Edition) (Vernacular Newspaper), Business Standard English (Chennai Edition) and Business Standard-English and Hindi (Delhi Editions) on 29<sup>th</sup> August, 2025 (Pre-Dispatch) and September 05, 2025 (Post Dispatch) 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 voting through remote e-voting or through e-voting during the AGM and 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 intimated the same to BSE Limited and National Stock Exchange of India Limited on September 04, 2025.

The Company informed that on the basis of the Register of members and the list of Beneficial Owners made available by Company's Registrar and Transfer Agent, MAS Services Limited (RTA) 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 for the financial year 2024-25 on September 04, 2025, only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company/RTA/Depositories.

Further, a letter providing weblink for accessing the Notice and Annual Report for the financial year 2024-25 was sent to those shareholders who have not registered their email address with the Company/RTA/Depositories.

3. **Cut-off date**

The Voting rights were reckoned as on September 22, 2025, 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 has 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**

The remote e-voting platform was open from Friday, September 26, 2025 (09.00 A.M. IST) till Sunday, September 28, 2025 (05.00 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, 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 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.



Mr. Yashpal Singh



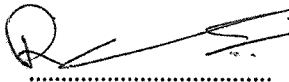
CS Abhinav Bharadwaj

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 an **Annexure-1**.

7.2 Based on the aforesaid results, we report that **4 (Four) Ordinary Resolution(s)** as set out in the Item No. 1 to 4 and **2 (Two) Special Resolution(s)** as set out in the Item No. 5 & 6 of the Notice of 38<sup>th</sup> AGM have been passed with the requisite majority.

For RSM & Co.  
Company Secretaries



**RAVI SHARMA**

Partner

FCS: 4468 | COP No.: 3666

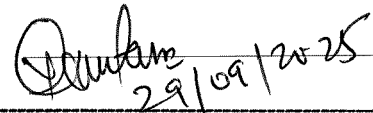
UDIN: F004468G001388235

Peer Review No. 978/2020



Date : September 29, 2025

Place : New Delhi



Countersigned by  
~~Chairman of the Meeting~~  
✓ Authorized Representative of Chairman

## CONSOLIDATED REPORT

**BHARTIYA INTERNATIONAL LIMITED**

38TH ANNUAL GENERAL MEETING (AGM) HELD ON MONDAY, SEPTEMBER 29, 2025 AT 11:00 A.M. (IST)

**ORDINARY BUSINESS****ITEM NO. 1: ORDINARY RESOLUTION**

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE & CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE 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	162	7808508	2	2	164	7808510	99.9998
Voted against the resolution	9	13	0	0	9	13	0.0002
<b>Total</b>	<b>171</b>	<b>7808521</b>	<b>2</b>	<b>2</b>	<b>173</b>	<b>7808523</b>	<b>100</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 THE PLACE OF MR. NIKHIL AGGARWAL (DIN: 01891082), WHO RETIRES BY ROTATION AND 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	161	7808408	2	2	163	7808410	99.9986
Voted against the resolution	10	113	0	0	10	113	0.0014
<b>Total</b>	<b>171</b>	<b>7808521</b>	<b>2</b>	<b>2</b>	<b>173</b>	<b>7808523</b>	<b>100</b>
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

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

**SPECIAL BUSINESS****ITEM NO. 3: ORDINARY RESOLUTION**

APPOINTMENT OF M/S. RSM & CO., COMPANY SECRETARIES (FRN: P1997DE017000) AS SECRETARIAL AUDITORS 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 favor of the resolution	162	7808508	2	2	164	7808510	99.9998
Voted against the resolution	9	13	0	0	9	13	0.0002
<b>Total</b>	<b>171</b>	<b>7808521</b>	<b>2</b>	<b>2</b>	<b>173</b>	<b>7808523</b>	<b>100</b>
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

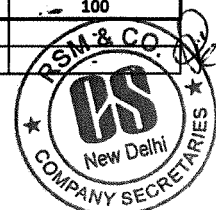
Therefore, the Resolution No. 3 has been approved with requisite majority.

**ITEM NO. 4: ORDINARY RESOLUTION**

TO 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 favor of the resolution	161	7808408	2	2	163	7808410	99.9986
Voted against the resolution	10	113	0	0	10	113	0.0014
<b>Total</b>	<b>171</b>	<b>7808521</b>	<b>2</b>	<b>2</b>	<b>173</b>	<b>7808523</b>	<b>100</b>
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

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



**ITEM NO. 5: SPECIAL RESOLUTION**

**TO APPROVE THE LIMIT OF REMUNERATION PAYABLE TO MR. ROBERT BURTON MOORE JR. (DIN-08108097) 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	161	7808408	2	2	163	7808410	99.9986
Voted against the resolution	10	113	0	0	10	113	0.0014
<b>Total</b>	<b>171</b>	<b>7808521</b>	<b>2</b>	<b>2</b>	<b>173</b>	<b>7808523</b>	<b>100</b>
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

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

**ITEM NO. 6: SPECIAL RESOLUTION**

**APPROVAL OF REMUNERATION OF MR. MANOJ KHATTAR (DIN: 00694981), WHOLE-TIME DIRECTOR OF THE COMPANY, FOR THE PERIOD W.E.F. 13TH AUGUST, 2026 TO 12TH AUGUST, 2028**

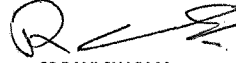
Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favor of the resolution*	159	7788383	2	2	161	7788385	99.9985
Voted against the resolution	10	113	0	0	10	113	0.0015
<b>Total</b>	<b>169</b>	<b>7788496</b>	<b>2</b>	<b>2</b>	<b>171</b>	<b>7788498</b>	<b>100</b>
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

\*Voting of Related Party Excluded/Not Considered

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

Date: 29.09.2025  
Place: New Delhi

For RSM & Co.  
Company Secretaries



CS RAVI SHARMA  
Partner

FCS: 4468 | COP No.: 3666  
UDIN : F004468G001388235  
Peer Review No. 978/2020

