

DECLARATION OF AGM RESULTS

BHARTIYA FASHION

Pursuant to the provisions of Section 96 of the Companies Act 2013, an Annual General Meeting (AGM) of the Company was convened on Wednesday, 27th September, 2017 at 2:00 P.M. at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai-600 047, Tamil Nadu, to seek the approval of the Members of the Company on the Ordinary and Special Resolutions contained in the Notice dated 29th May, 2017. The Chairman of the meeting ordered a poll on the Ordinary and Special Resolutions of the Notice of AGM to provide voting facility to all the shareholders and proxy holders who attended the AGM, in proportion to their shareholding.

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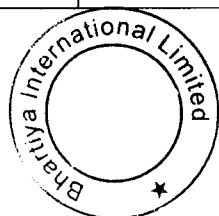
Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company had provided a facility to the Members to vote electronically ("e-voting") on the aforementioned Ordinary and Special Resolutions. The e-voting period commenced on 20th September, 2017.

The Company had appointed Mr. Ravi Sharma (CP No. 3666)/ Ms. Suman Pandey (CP No.8404), Partners of RSM & Co, Practicing Company Secretaries, as Scrutinizer to conduct the e-voting process in a fair and a transparent manner and also to conduct the process of Poll at the AGM.

The Scrutinizer submitted his Report on the e-voting and Poll at the AGM and the following results were announced on Friday, 29th September, 2017 by the Authorised Representative of the Chairman of the Meeting:

Particulars	In favour of resolution			Against the resolution			Invalid votes
	No. of shareholders	No. of shares/votes	% of shares	No. of shareholders	No. of shares/votes	% of shares	
Item no. 1 - Adoption of the audited financial statement of the company as at 31st march, 2017 and the statement of profit & loss for the year ended on that date together with the reports of the board of directors and auditors thereon	Through E-voting						
	12	3074	100%	-	-	-	-
	Through Poll						
	36	5366644	100%	-	-	-	-

Particulars	In favour of resolution			Against the resolution			Invalid votes
	No. of shareholders	No. of shares/votes	% of shares	No. of shareholders	No. of shares/votes	% of shares	
Item no. 2 - Declaration of dividend on equity shares	Through E-voting						
	12	3074	100%	-	-	-	-
	Through Poll						
	36	5366644	100%	-	-	-	-



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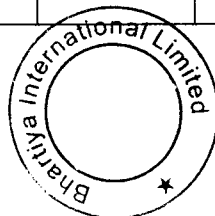
Particulars	In favour of resolution			Against the resolution			Invalid votes
	No. of shareholders	No. of shares/votes	% of shares	No. of shareholders	No. of shares/votes	% of shares	
Item no. 3 To appoint a Director in place of Mr. A. K. Gadhok, (DIN: 01254410) who retires by rotation and being eligible, offers himself for re-appointment	Through E-voting						
	12	3074	100%	-	-	-	-
	Through Poll						
	36	5366644	100%	-	-	-	-

Particulars	In favour of resolution			Against the resolution			Invalid votes
	No. of shareholders	No. of shares/votes	% of shares	No. of shareholders	No. of shares/votes	% of shares	
Item no. 4 Appointment of M/s. K A S G & Co. as of statutory Auditors for a period of 5 years	Through E-voting						
	12	3074	100%	-	-	-	-
	Through Poll						
	36	5366644	100%	-	-	-	-

Particulars	In favour of resolution			Against the resolution			Invalid votes
	No. of shareholders	No. of shares/votes	% of shares	No. of shareholders	No. of shares/votes	% of shares	
Item no. 5 Appointment of Mr. Sanjay Baweja (DIN: 00232126) as an Independent Director	Through E-voting						
	10	3029	98.86%	1	35	1.14	-
	Through Poll						
	36	5366644	100%	-	-	-	-

Particulars	In favour of resolution			Against the resolution			Invalid votes
	No. of shareholders	No. of shares/votes	% of shares	No. of shareholders	No. of shares/votes	% of shares	
Item no. 6 Re-Appointment of Mr. Sandeep Seth (DIN: 01408624) as an Independent Director	Through E-voting						
	10	3029	98.86%	1	35	1.14	-
	Through Poll						
	36	5366644	100%	-	-	-	-

Particulars	In favour of resolution			Against the resolution			Invalid votes
	No. of shareholders	No. of shares/votes	% of shares	No. of shareholders	No. of shares/votes	% of shares	
Item no. 7 Re-appointment of Mr. Shashank (DIN: 01569514) as an Independent Director	Through E-voting						
	12	3074	100%	-	-	-	-
	Through Poll						
	36	5366644	100%	-	-	-	-



S. L. Aggarwal

Particulars	In favour of resolution			Against the resolution			Invalid votes
	No. of shareholders	No. of shares/votes	% of shares	No. of shareholders	No. of shares/votes	% of shares	
Item no. 8 Re-Appointment of Mr. A. Sahasranaman (DIN: 01983690) as an Independent Director	Through E-voting						
	12	3074	100%	-	-	-	-
	Through Poll						
	36	5366644	100%	-	-	-	-

Particulars	In favour of resolution			Against the resolution			Invalid votes
	No. of shareholders	No. of shares/votes	% of shares	No. of shareholders	No. of shares/votes	% of shares	
Item no. 9 Re-appointment of Mr. C. L. Handa (DIN: 00928283) as an Independent Director	Through E-voting						
	12	3074	100%	-	-	-	-
	Through Poll						
	36	5366644	100%	-	-	-	-

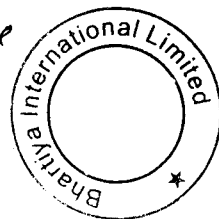
Particulars	In favour of resolution			Against the resolution			Invalid votes
	No. of shareholders	No. of shares/votes	% of shares	No. of shareholders	No. of shares/votes	% of shares	
Item no. 10 Re-appointment and continuation of Mr. A. K. Gandhi (DIN: 01254410) as Whole Time Director after attaining age of 70 years	Through E-voting						
	12	3074	100%	-	-	-	-
	Through Poll						
	36	5366644	100%	-	-	-	-

Particulars	In favour of resolution			Against the resolution			Invalid votes
	No. of shareholders	No. of shares/votes	% of shares	No. of shareholders	No. of shares/votes	% of shares	
Item no. 11 Charges for service of documents for shareholders	Through E-voting						
	10	3032	100%	-	-	-	-
	Through Poll						
	36	5366644	100%	-	-	-	-

Accordingly, the resolutions has been passed with overwhelming majority.

For Bhartiya International Limited

Shilpa Budhia
Shilpa Budhia
(Company Secretary)



Date: 29th September 2017

BHARTIYA
FASHION

The Vice-President, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, 5 th 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
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SUB.: SCRUTINIZER'S REPORT

Please find enclosed herewith the Scrutinizer's Report for voting results of the Annual General Meeting of the Company held on Wednesday, 27th September, 2017 at 2:00 P.M. at Auditorium, National Institute of Siddha, Trichy-Chennai Highway, Tambaram Sanatorium, Chennai-600 047, Tamil Nadu.

Kindly take the same on your record.

Thanking you,

Yours sincerely,
For Bhartiya International Ltd

Shilpa Budhia
(Company Secretary)



Encl.: a/a

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

30th Annual General Meeting of the Members of Bhartiya International Limited held on Wednesday, the 27th September, 2017 at 02.00 P.M. at Auditorium, National Institute of Siddha, Trichy- Chennai Highway, Tambaram Sanatorium, Chennai- 600047, Tamil Nadu.

Dear Sir,

We, Mr. Ravi Sharma, (Membership No. F4468, COP 3666)/ Ms. Suman Pandey (Membership No. F7606, COP 8404) Partners of RSM & Co., Practicing Company Secretaries appointed by the Board of Directors of the Company at the meeting held on 29th May, 2017 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of scrutinizing the process of e-voting and voting at the 30th Annual General Meeting (AGM) of the Company in respect of the Resolutions for approval at the said AGM, do hereby submit my report as follows:-

1. All the Resolutions for approval at the AGM were transacted through e-voting and also voting at the AGM venue, for which purpose the Board of Directors of the Company engaged the services of National Securities Depository Limited (NSDL).
2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 20th September 2017 were entitled to cast their votes by e-voting or voting at the AGM venue.
3. Voting through e-voting commenced at 9.30 a.m. on 24th September, 2017 and closed at 5.00 p.m. on 26th September, 2017 when e-voting was blocked by NSDL.
4. In respect of those Members present at the AGM who did not cast their votes by e-voting prior to the AGM, facility of physical voting through ballot papers was provided at the AGM venue.
5. After the conclusion of voting at the AGM venue, the votes cast through voting at the AGM venue and e-voting were unblocked on 28th September, 2017 at 10.42 A.M. in the presence of 2 (two) witnesses, Mr. Amit Sharma and Mr. Rajat Mishra neither of whom are in the employment of the Company.
6. Based on the reports generated from NSDL's e-voting website www.evoting.nsdl.com and on the basis of physical voting done at the venue of AGM, which I have scrutinized, the consolidated results of voting are reported as under:



ORDINARY BUSINESS**Item No. 1- Ordinary Resolution**

FOR ADOPTION OF THE AUDITED BALANCE SHEET AS AT 31ST MARCH 2017 AND AUDITED PROFIT AND LOSS ACCOUNT FOR THE FINANCIAL YEAR ENDED ON THAT DATE ALONG WITH REPORTS OF THE DIRECTORS AND AUDITORS THEREON.

	E-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	12	3074	36	5366644	48	5369718	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	3074	36	5366644	48	5369718	100
Invalid Votes		NIL		NIL			NIL

Item No. 2 - Ordinary Resolution

To declare Final dividend on Equity Shares for the Financial Year 2016-2017.

	E-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	12	3074	36	5366644	48	5369718	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	3074	36	5366644	48	5369718	100
Invalid Votes		NIL		NIL			NIL

Item No. 3 - Ordinary Resolution

TO APPOINT A DIRECTOR IN PLACE OF Mr. A. K. GADHOK, (DIN: 01254410) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

	E-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	12	3074	36	5366644	48	5369718	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	3074	36	5366644	48	5369718	100
Invalid Votes		NIL		NIL			NIL



Item No. 4 - Ordinary Resolution**TO APPOINT M/s. K A S G & Co. AS STATUTORY AUDITORS FOR A PERIOD OF 5 YEARS.**

	E-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	12	3074	36	5366644	48	5369718	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	3074	36	5366644	48	5369718	100
Invalid Votes		NIL		NIL			NIL

SPECIAL BUSINESS**Item No. 5 - Ordinary Resolution****FOR THE APPOINTMENT OF MR. SANJAY BAWEJA (DIN: 00232128) AS AN INDEPENDENT DIRECTOR.**

	E-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	10	3029	36	5366644	46	5369673	99.99
Voted against the resolution	1	35	0	0	1	35	0.01
Total	11	3064	36	5366644	47	5369708	100
Invalid Votes		NIL		NIL			NIL

Item No. 6 - Special Resolution**FOR THE RE-APPOINTMENT OF MR. SANDEEP SETH (DIN: 01408624) AS AN INDEPENDENT DIRECTOR.**

	E-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	10	3029	36	5366644	46	5369673	99.99
Voted against the resolution	1	35	0	0	1	35	0.01
Total	11	3064	36	5366644	47	5369708	100
Invalid Votes		NIL		NIL			NIL



Item No. 7 - Special Resolution**FOR THE RE-APPOINTMENT OF MR. SHASHANK (DIN: 01669514) AS AN INDEPENDENT DIRECTOR.**

	E-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	12	3074	36	5366644	48	5369718	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	3074	36	5366644	48	5369718	100
Invalid Votes		NIL		NIL			NIL

Item No. 8 - Special Resolution**FOR THE RE-APPOINTMENT OF MR. A. SAHASRANAMAN (DIN: 01983690) AS AN INDEPENDENT DIRECTOR.**

	E-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	12	3074	36	5366644	48	5369718	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	3074	36	5366644	48	5369718	100
Invalid Votes		NIL		NIL			NIL

Item No. 9 - Special Resolution**FOR THE RE-APPOINTMENT OF MR. C. L. HANDA (DIN: 00928283) AS AN INDEPENDENT DIRECTOR.**

	E-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	12	3074	36	5366644	48	5369718	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	3074	36	5366644	48	5369718	100
Invalid Votes		NIL		NIL			NIL



Item No. 10 - Special Resolution

FOR THE RE-APPOINTMENT AND CONTINUATION OF MR. A. K. GANDHI (DIN: 01254410) AS WHOLE TIME DIRECTOR AFTER ATTAINING AGE OF 70 YEARS.

	E-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	12	3074	36	5366644	48	5369718	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	3074	36	5366644	48	5369718	100
Invalid Votes		NIL		NIL			NIL

Item No. 11 - Special Resolution

CHARGES FOR SERVICE OF DOCUMENTS FOR SHAREHOLDERS.

	E-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	10	3032	36	5366644	46	5369676	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	10	3032	36	5366644	46	5369676	100
Invalid Votes		NIL		NIL			NIL

All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.



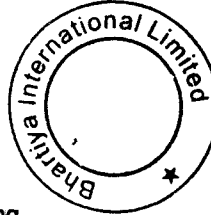
Thanking you
Yours Sincerely

Suman



SUMAN PANDEY
SCRUTINIZER C. P. NO. 849
PARTNER, RSM & CO., COMPANY SECRETARIES,
NEW DELHI

Date : 29.09.2017
Place : New Delhi



Signed by Shri. *[Signature]*
Chairman of the Meeting
Or Authorized representative of Chairman of the meeting

We the undersigned have witnessed that the votes cast through e-voting and voting through ballot at the AGM venue were unblocked in our presence on 28th September, 2017 at 10.42 A.M.

Amit Sharma

Name: Mr. Amit Sharma
Address: D-63, JFF Complex,
Jhandewalan (New Delhi) 110055

Rajat Mishra

Name: Mr. Rajat Mishra
Address: D-63, JFF Complex,
Jhandewalan (New Delhi) 110055