

R S M & CO.
Company Secretaries

D-63, JFF Complex, Jhandewalan, New Delhi 110055
Tel. 011-23623813, 9911919008
Email info@csrsm.com

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL
FOR BHARTIYA INTERNATIONAL LIMITED**

To,

The Chairman,
28th Annual General Meeting of Bhartiya International Limited
E-52 New Manglapuri
Mandi Road Mehrauli,
New Delhi-110030

**Subject : Passing of Resolution(s) through electronic voting AND poll conducted at the
28th Annual General Meeting of Bhartiya International Limited ("The
Company") held on September 21, 2015 at 11.00 A. M. at New Delhi.**

The Board of the Company at its meeting held on May 25, 2015 had appointed me as Scrutinizer for the e-voting held between September 18, 2015 (09:30 A. M.) to September 20, 2015 (5:00 P. M.) and the Chairman of the 28th Annual General Meeting ("AGM") has also appointed me as the scrutinizer for the poll held at the 28th Annual General Meeting of the Company on September 21st, 2015.

The Company had appointed National Securities Depository Limited ("NSDL") as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Friday, September 18, 2015 (09:30 A. M.) to Sunday, September 20, 2015 (5:00 P. M.) The e-voting results were unblocked by me on September 21, 2015 after the annual general meeting of the company in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated September 23, 2015 attached herewith.

At the 28th Annual General Meeting of the Company held on September 21, 2015, the Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's report in form MGT 13 dated September 23, 2015.

The result of the E- voting together with that of the poll is as under:



AGENDA ITEM NO. – 1

ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2015 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.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	16	2896298	100.00%
Total Votes received through physical ballot mode	122	1709982	100.00%
Total Number of Invalid Votes	NIL	NIL	N.A.
Total Number of Valid Votes	138	4606280	100.00 %
Total Number of Votes against the resolution	01	06	0.0001%
Total Number of Votes in favour of Resolution	137	4606274	99.99 %

AGENDA ITEM NO : 2

ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	16	2896298	100.00%
Total Votes received through physical ballot mode	122	1709982	100.00%
Total Number of Invalid Votes	NIL	NIL	N.A.
Total Number of Valid Votes	138	4606280	100.00 %
Total Number of Votes against the resolution	01	06	0.0001%
Total Number of Votes in favour of Resolution	137	4606274	99.99 %



AGENDA ITEM NO: 3**ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MS. JASPAL SETHI, DIN (01689695), WHO RETIRES BY ROTATION**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	16	2896298	100.00%
Total Votes received through physical ballot mode	122	1709982	100.00%
Total Number of Invalid Votes	NIL	NIL	N.A.
Total Number of Valid Votes	138	4606280	100.00 %
Total Number of Votes against the resolution	03	900	0.02%
Total Number of Votes in favour of Resolution	135	4605380	99.98 %

AGENDA ITEM NO: 4**ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	16	2896298	100.00%
Total Votes received through physical ballot mode	122	1709982	100.00%
Total Number of Invalid Votes	NIL	NIL	N.A.
Total Number of Valid Votes	138	4606280	100.00 %
Total Number of Votes against the resolution	01	06	0.0001%
Total Number of Votes in favour of Resolution	137	4606274	99.99 %

AGENDA ITEM NO: 5

ORDINARY RESOLUTION FOR APPOINTMENT OF MRS. ANNAPURNA DIXIT (DIN NO. 06844250) AS INDEPENDENT DIRECTOR OF THE COMPANY

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	16	2896298	100.00%
Total Votes received through physical ballot mode	122	1709982	100.00%
Total Number of Invalid Votes	NIL	NIL	N.A.
Total Number of Valid Votes	138	4606280	100.00 %
Total Number of Votes against the resolution	03	900	0.02%
Total Number of Votes in favour of Resolution	135	4605380	99.98 %

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. I shall be arranging to hand over these records to you or such other person as authorised by you.

Thanking you


Yours Sincerely



RAVI SHARMA
SCRUTINIZER
C. P. NO. 3666
PARTNER
RSM & CO.,
COMPANY SECRETARIES,
NEW DELHI



Date : 23.09.2015
Place : New Delhi



Signed by Shri Ramesh Bhatia
Chairman of the Meeting



FORM No. MGT-13
Report of Scrutinizer(s)

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)
of The Companies (Management and Administration) Rules, 2014]*

To,

THE CHAIRMAN

28th Annual General Meeting of the Equity Shareholders of Bhartiya International Limited held on 21st September, 2015 at 11.00 A. M., at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, Institutional Area, New Delhi-110003.

Dear Sir,

We, CS Ravi Sharma, Practising Company Secretary, holding Membership Number FCS 4468 and Certificate of Practice Number 3666, Partner of RSM & Co. Company Secretaries, and Mr. Dinesh Chander Dhir, a Shareholder (DPID/Client ID : IN301151-21812621) were appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 28th Annual General Meeting of the Equity Shareholders of **Bhartiya International Limited** held on 21st September, 2015 at 11.00 A. M., at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, Institutional Area, New Delhi- 110003 submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



AGENDA ITEM NO.	1
SUBJECT	ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2015 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.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
121	1709976	99.99

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
1	6	0.0004

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	N.A.

AGENDA ITEM NO.	2
SUBJECT	DECLARATION OF DIVIDEND ON EQUITY SHARES
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
121	1709976	99.99

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
1	6	0.0004



(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	N.A.

AGENDA ITEM NO.	3
SUBJECT	RE-APPOINTMENT OF MS. JASPAL SETHI, DIN (01689695), WHO RETIRES BY ROTATION
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
121	1709976	99.99

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
1	6	0.0004

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	N.A.



AGENDA ITEM NO.	4
SUBJECT	RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
121	1709976	99.99

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
1	6	0.0004

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	N.A.

AGENDA ITEM NO.	5
SUBJECT	APPOINTMENT OF MRS. ANNA PURNA DIXIT (DIN NO. 06844250) AS INDEPENDENT DIRECTOR OF THE COMPANY
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
121	1709976	99.99

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
1	6	0.0004




(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	N.A.


5. A Compact Disc (CD) containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution are enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director of the Company, authorised by the Board for safe keeping.

Thanking you,

Yours Sincerely



(CS Ravi Sharma)
SCRUTINIZER -1
C P No. 3666
PARTNER
RSM & CO.
COMPANY SECRETARIES





(Dinesh Chander Dhir)
SCRUTINIZER -2
(DPID/Client ID : IN301151-21812621)

Place : New Delhi
Dated : 23rd September, 2015

Witness -1


: Ms. Suman Pandey
S/o Sh. V.C. Pandey
D-63, JFF, Complex
Jhandewalan, New Delhi

Witness -2


: Ms. Soham Malkotia
S/o Sh. R.K. Malkotia
D-63, JFF, Complex
Jhandewalan, New Delhi

Signed by Shri Ramesh Bhatia
Chairman of the Meeting





**SCRUTINIZER'S REPORT ON E-VOTING
FOR BHARTIYA INTERNATIONAL LIMITED**

The Chairman
Bhartiya International Limited
E-52 New Manglapuri
Mandi Road Mehrauli,
New Delhi-110030

28th Annual General Meeting of the Members of Bhartiya International Limited held on Monday, the 21st September, 2015 at 11.00 A. M. at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, Institutional Area, New Delhi- 110003.

Subject: Passing of resolutions through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Bhartiya International Limited (hereinafter referred to as the "Company") on 25th May, 2015 I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015.
2. The Company engaged National Securities Depository Limited ("NSDL") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 28th Annual General Meeting ("AGM") of the Company, which was held on Monday, the 21st September, 2015. National Securities Depository Limited ("NSDL") had set up e-voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.



3. As on the cutoff date there were 5667 Shareholders of the Company. The Notice of Annual General Meeting and Circular for e-voting was sent through email to 2161 Shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and in the physical form to 3499 shareholders. There were 7 incremental shareholders who became member after the dispatch of notice.
4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4)(iii)(A) to (C) of the Companies (Management and Administration) Amendment Rules, 2015.
5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 14.09.2015. The e-voting facility was kept open from 18th September, 2015 (09.30 A.M.) to 20th September, 2015 (05.00 P.M.)
6. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published 21 days before the date of Annual General Meeting in Business Standard, English and Hindi (Delhi Edition) Newspaper both dated 26th August, 2015. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h) of Companies (Management and Administration) Amendment Rules, 2015.
7. At the end of the voting period on September 20, 2015 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On September 21, 2015 after the annual general meeting the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Suman Pandey and Ms. Sonam Malkotia who acted as the witnesses, as prescribed in sub Rule (4)(xii) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.



As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows.

RESOLUTION NO. 1 – ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2015 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.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	16	2896298	100.00%	25.83%
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	NIL	NIL	NIL	NIL
Total Number of Votes in favour of Resolution	16	2896298	100.00%	25.83%

RESOLUTION NO. 2 – ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR 2014-2015.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	16	2896298	100.00%	25.83%
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	NIL	NIL	NIL	NIL
Total Number of Votes in favour of Resolution	16	2896298	100.00%	25.83%



RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MS. JASPAL SETHI, DIN (01689695), WHO RETIRES BY ROTATION.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	16	2896298	100.00%	25.83%
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	02	894	0.03%	0.008%
Total Number of Votes in favour of Resolution	14	2895404	99.97%	25.82%

RESOLUTION NO. 4 – ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	16	2896298	100.00%	25.83%
Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	NIL	NIL	NIL	NIL
Total Number of Votes in favour of Resolution	16	2896298	100.00%	25.83%

RESOLUTION NO. 5 – ORDINARY RESOLUTION FOR APPOINTMENT OF MRS. ANNA PURNA DIXIT (DIN NO. 06844250) AS INDEPENDENT DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	16	2896298	100.00%	25.83%



Total Number of Invalid Votes	NIL	NIL	NIL	NIL
Total Number of Votes against the resolution	02	894	0.03%	0.008%
Total Number of Votes in favour of Resolution	14	2895404	99.97%	25.82%

All the resolutions contained in the notice dated 25th May, 2015 calling 28th annual general meeting of the Company stand passed under e-voting process with 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 by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such other person to be authorised by him in due course as prescribed in the said rules.

Thanking you,

Yours Sincerely



RAVI SHARMA
SCRUTINIZER
C. P. NO. 3666
PARTNER
RSM & Co.,
COMPANY SECRETARIES
NEW DELHI

Place : New Delhi
Dated: September 23, 2015




Witness: 1. Suman Pandey
D/o Shri V.C. Pandey
D-63, JFF Complex,
Jhandewalan (New Delhi) 110055



2. Sonam Malkotia
S/o Shri R.K. Malkotia
D-63, JFF Complex,
Jhandewalan (New Delhi) 110055