

**RESULT OF THE POSTAL BALLOT**

Pursuant to the provision of the section 110 of the companies Act, 2013 read with Companies (Managements and Administration) Rules, 2014, consent of the shareholders was sought by postal ballot by way of Special resolution under Section 13 of the companies Act, 2013 for (i) **Alteration of the main object clause of the Memorandum of association of the Company**, (ii) **Amendment of Incidental or Ancillary Objects Clause of the Memorandum of Association**, (iii) **Deletion of the Other Objects Clause of the Memorandum of Association of Company**, (iv) **Amendment of the Liability Clause of the Memorandum of Association of Company**, (v) **Adoption of New Set of Articles of Association of the Company in pursuance to the provisions of Companies Act, 2013** as specified in the notice of postal ballot dated 13<sup>th</sup> February, 2015 read with the statement attached thereto pursuant to the provision of the section 102 of the Companies act, 2013. The last date for receipt of the postal ballot from, duly completed, from the shareholders, was 03<sup>rd</sup> April, 2015. In Compliance with the provisions of the section 110 of the companies act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the company also offered e-voting facility as an alternate mode of voting to its members. The voting period commenced at 9:30 A.M. on 05<sup>th</sup> March, 2015 and concluded at 6:00 P.M. on 03<sup>rd</sup> April, 2015.

The Companies has appointed Mr. Ravi Sharma, Practicing Company Secretary, Partner RSM & Co. holding Membership Number FCS 4468 and Certificate of practice Number 3666 as the Scrutinizer for conducting the postal ballot in a fair and transparent manner. Mr. Ravi Sharma has submitted his report dated 06<sup>th</sup> April, 2015. The Chairman has accepted the said report of the Scrutinizer.

The result of the postal ballot in respect of each resolution are as under:

(1) **Special Resolution: Amendment of the Main object clause of Memorandum of Association of the Company.**

Sr. No.	Particulars	No. of Members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	24	2378047	100
2	Invalid Votes	1	5100	0.22
3	Total Valid Votes Cast	23	2372947	99.78
4	Votes " in favour" of the Resolution	22	2372922	99.99
5	Votes "Against" the resolution	1	25	0.00



(2) Special Resolution: **Amendment of incidental or Ancillary objects clause of the Memorandum of Association**

Sr. No.	Particulars	No. of Members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	24	2378047	100
2	Less: Invalid Votes Cast	1	5100	0.22
3	Total Valid Votes Cast	23	2372947	99.78
4	Valid Votes " in favour" of the Resolution	21	2372822	99.99
5	Valid Votes "Against" the resolution	2	125	00.00

(3) Special Resolution: **Deletion of the Other Objects Clauses of the Memorandum of Association**

Sr. No.	Particulars	No. of Members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	24	2378047	100
2	Less: Invalid Votes Cast	1	5100	0.22
3	Total Valid Votes Cast	23	2372947	99.78
4	Valid Votes " in favour" of the Resolution	21	2372822	99.99
5	Valid Votes "Against" the resolution	2	125	0.00

(4) Special Resolution: **Amendment of the Liability Clause of the Memorandum of Association**

Sr. No.	Particulars	No. of Members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	23	2377797	100
2	Less: Invalid Votes Cast	1	5100	0.22
3	Total Valid Votes Cast	22	2372697	99.78
4	Valid Votes " in favour" of the Resolution	20	2372572	99.99
5	Valid Votes "Against" the resolution	2	125	0.00

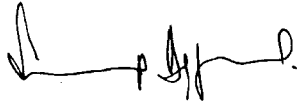


(5) Special Resolution: **Adoption of New Set of Articles of Association of the company in pursuance to the Provisions of Companies Act, 2013.**

Sr. No.	Particulars	No. of Members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	24	2378047	100
2	Less: Invalid Votes Cast	1	5100	0.22
3	Total Valid Votes Cast	23	2372947	99.78
4	Valid Votes " in favour" of the Resolution	21	2372822	99.99
5	Valid Votes "Against" the resolution	2	125	0.00

In the light of the aforesaid voting, the Special Resolution, as contained in the Postal Ballot notice dated 13<sup>th</sup> February, 2015, is declared 'Passed' with the requisite majority.

**For Bhartiya International Limited**



**Snehdeep Aggarwal**  
Managing Director  
DIN: 00928080



Place: New Delhi  
Date: 06.04.2015

*Encl: Scrutiniser's Report*

# R S M & CO.

COMPANY SECRETARIES

D-63, JFF COMPLEX,  
JHANDEWALAN, NEW DELHI 110 055  
PHONE 011 236 238 13, 9911919008  
Email. Info@csrsm.com

Date: April, 6 2015

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

Dear Sir,

**Subject: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014.**

The Board of Directors of Bhartiya International Limited ("the Company") have vide resolution passed on 13<sup>th</sup> February, 2015 decided to conduct the process of voting through Postal Ballot as required under the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 on the Special Resolution as set out in the Company for:-

- 1. Amendment of the Main Objects Clause of Memorandum of Association of the Company;**
- 2. Amendment of Incidental or Ancillary Objects clause of the Memorandum of Association;**
- 3. Deletion of the Other Objects Clause of the Memorandum of Association of Company;**
- 4. Amendment of the Liability Clause of the Memorandum of Association;**
- 5. Adoption of New Set of Articles of Association of the Company in pursuant of the provisions of Companies Act, 2013.**

The Company had provided the facility of voting through electronic means as required under the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the provisions of the Clause 35B (i) of the Listing Agreement as entered by the Company with the Stock Exchanges.



**I, Ravi Sharma , FCS 4468,** (holding C. P. No. 3666) Partner of RSM & Co. Company Secretaries, was appointed as a Scrutinizer by M/s Bhartiya International Limited for the purpose of conducting the Postal Ballot process and e-voting process in a fair and transparent manner in respect of obtaining approval of shareholders by way of Special Resolution for :-

1. **Amendment of the Main Objects Clause of Memorandum of Association of the Company;**
2. **Amendment of Incidental or Ancillary Objects clause of the Memorandum of Association;**
3. **Deletion of the Other Objects Clause of the Memorandum of Association of Company;**
4. **Amendment of the Liability Clause of the Memorandum of Association;**
5. **Adoption of New Set of Articles of Association of the Company in pursuant of the provisions of Companies Act, 2013.**

The management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and Rules relating to voting through Postal Ballot and electronic means on the Special Resolution contained in the notice of Postal Ballot. My responsibility as a Scrutinizer for the postal ballot voting process and e-Voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and provide a Scrutinizer Report of the Votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the physical postal ballots received from the members and e-Voting system provided by the National Securities Depository Limited (NSDL)-www.evoting.nsdl.com, the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 13<sup>th</sup> February, 2015 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 was sent to the members of the Company during 13<sup>th</sup> February, 2015 to 26<sup>th</sup> February 2015 by Registered Post/ E-mails.

The members of the Company holding the shares as on 13<sup>th</sup> February, 2015 ("cutoff date") were entitled to vote on the Special Resolution proposed as set out in the Postal Ballot Notice dated 13<sup>th</sup> February, 2015.

In this regards, I submit my report as under:

1. The Company had provided facility of casting vote to the members of the Company through postal ballot voting process and also thorough electronic means.



2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through providing voting through postal ballot and electronic means.
3. All postal ballot forms received up to Friday, 3<sup>rd</sup> April, 2015 being the last date fixed by the Company for receipt of the Postal Ballot Forms were considered for scrutiny and for the purpose of this report.
4. The Postal Ballot Forms were kept in my safe custody.
5. The e-Voting period remained open from 05<sup>th</sup> March, 2015 (9:30 A.M.) to 03<sup>rd</sup> April, 2015 (6:00 P.M.)
6. At the end of e-Voting period, I have unblocked the electronic votes in the presence of two witnesses who are not in the employment of the Company.
7. The details containing the list of shareholders who voted "FOR" OR "AGAINST" the resolution put to vote were downloaded from the e-Voting website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. I have scrutinized the votes cast through electronic means and through physical ballot forms for the purpose of this report.
9. The particulars of all the electronics votes cast by the members through e-Voting process and votes cast by the members through physical postal ballot forms have been recorded in a register separately maintained for the purpose.
10. A Summary of the Postal ballot process (including e-Voting) is as under:

**(1) Special Resolution: Amendment of the Main objects clause of Memorandum of Association of the Company.**

(a) Consolidated details of the Postal Ballot:

Sr. No.	Particulars	No. of Members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	24	2378047	100
2	Less: Invalid Votes Cast	1	5100	0.22
3	Total Valid Votes Cast	23	2372947	99.78
4	Valid Votes " in favour" of the Resolution	22	2372922	99.99
5	Valid Votes "Against" the resolution	1	25	0.00



(b ). Break Up of Physical Postal Ballot and e-voting process:

(i) Votes in favour of the resolution

Type of Voting	Number of Members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	7	2366876	99.78
Voting through Electronic Means ( E-Voting)	15	6046	99.59
Total	22	2372922	99.99

(ii) Votes against the resolution

Type of Voting	Number of Members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	0	0	0
Voting through Electronic Means ( E-Voting)	1	25	0.41
Total	1	25	0.41

(iii) Invalid Votes

Type of Voting	Total number of members whose votes were declared Invalid	Total Number of votes cast by them
Voting through physical postal Ballot	1	5100
Voting through Electronic means(E-Voting)	0	0
Total	1	5100



**(2) Special Resolution: Amendment of incidental or Ancillary objects clause of the Memorandum of Association**

(a) Consolidated details of the Postal Ballot:

Sr. No.	Particulars	No. of Members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	24	2378047	100
2	Less: Invalid Votes Cast	1	5100	0.22
3	Total Valid Votes Cast	23	2372947	99.78
4	Valid Votes " in favour" of the Resolution	21	2372822	99.99
5	Valid Votes "Against" the resolution	2	125	00.00

(b). Break Up of Physical Postal Ballot and e-voting process:

(i) Votes in favour of the resolution

Type of Voting	Number of Members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	7	2366876	99.78
Voting through Electronic Means ( E-Voting)	14	5946	97.94
Total	21	2372822	99.99

(ii) Votes against the resolution

Type of Voting	Number of Members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	0	0	0
Voting through Electronic Means ( E-Voting)	2	125	2.06
Total	2	125	2.06





(iii) Invalid Votes

Type of Voting	Total number of members whose votes were declared Invalid	Total Number of votes cast by them
Voting through physical postal Ballot	1	5100
Voting through Electronic means(E-Voting)	0	0
Total	1	5100

**(3) Special Resolution: Deletion of the Other Objects Clauses of the Memorandum of Association**

(a) Consolidated details of the Postal Ballot:

Sr. No.	Particulars	No. of Members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	24	2378047	100
2	Less: Invalid Votes Cast	1	5100	0.22
3	Total Valid Votes Cast	23	2372947	99.78
4	Valid Votes " in favour" of the Resolution	21	2372822	99.99
5	Valid Votes "Against" the resolution	2	125	0.00

(b). Break Up of Physical Postal Ballot and e-voting process:

(i) Votes in favour of the resolution

Type of Voting	Number of Members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	7	2366876	99.78
Voting through Electronic Means ( E-Voting)	14	5946	97.94
Total	21	2372822	99.99



(ii) Votes against the resolution

Type of Voting	Number of Members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	0	0	0
Voting through Electronic Means ( E-Voting)	2	125	2.06
Total	2	125	2.06

(iii) Invalid Votes

Type of Voting	Total number of members whose votes were declared Invalid	Total Number of votes cast by them
Voting through physical postal Ballot	1	5100
Voting through Electronic means(E-Voting)	0	0
Total	1	5100

**(4) Special Resolution: Amendment of the Liability Clause of the Memorandum of Association**

(a) Consolidated details of the Postal Ballot:

Sr. No.	Particulars	No. of Members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	23	2377797	100
2	Less: Invalid Votes Cast	1	5100	0.22
3	Total Valid Votes Cast	22	2372697	99.78
4	Valid Votes " in favour" of the Resolution	20	2372572	99.99
5	Valid Votes "Against" the resolution	2	125	0.00



(b ). Break Up of Physical Postal Ballot and e-voting process:

(i) Votes in favour of the resolution

Type of Voting	Number of Members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	7	2366876	99.78
Voting through Electronic Means ( E-Voting)	13	5696	97.85
Total	20	2372572	99.99

(ii) Votes against the resolution

Type of Voting	Number of Members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	0	0	0
Voting through Electronic Means ( E-Voting)	2	125	2.15
Total	2	125	2.15

(iii) Invalid Votes

Type of Voting	Total number of members whose votes were declared Invalid	Total Number of votes cast by them
Voting through physical postal Ballot	1	5100
Voting through Electronic means(E-Voting)	0	0
Total	1	5100



**(5) Special Resolution: Adoption of New Set of Articles of Association of the company in pursuance to the Provisions of Companies Act, 2013.**

(a) Consolidated details of the Postal Ballot:

Sr. No.	Particulars	No. of Members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	24	2378047	100
2	Less: Invalid Votes Cast	1	5100	0.22
3	Total Valid Votes Cast	23	2372947	99.78
4	Valid Votes " in favour" of the Resolution	21	2372822	99.99
5	Valid Votes "Against" the resolution	2	125	0.00

(b ). Break Up of Physical Postal Ballot and e-voting process:

(i) Votes in favour of the resolution

Type of Voting	Number of Members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	7	2366876	99.78
Voting through Electronic Means ( E-Voting)	14	5946	97.94
Total	21	2372822	99.99

(ii) Votes against the resolution

Type of Voting	Number of Members Voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	0	0	0
Voting through Electronic Means ( E-Voting)	2	125	2.06
Total	2	125	2.06



(iii) Invalid Votes

Type of Voting	Total number of members whose votes were declared Invalid	Total Number of votes cast by them
Voting through physical postal Ballot	1	5100
Voting through Electronic means(E-Voting)	0	0
Total	1	5100

11. The Postal Ballot forms and all other relevant registers, records were handed over to the Company Secretary authorized by the Board for the safe keeping of the records.

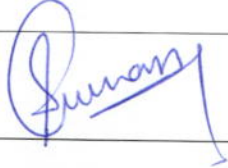

**RECOMMENDATION: The Resolution should be considered passed as a Special Resolution having secured the requisite majority of votes and, therefore be Accepted. You may accordingly declare the result of the voting by Postal Ballot including e-Voting.**

Thanking you  
Yours faithfully,

	 <b>RAVI SHARMA</b> <b>PARTNER RSM &amp; CO.</b> <b>SCRUTINIZER</b> <b>Membership No. FCS 3666</b> <b>C. P. No.4468</b>
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We, the undersigned witness that the votes were unblocked from the e-voting website of National Securities Depository Limited (NSDL) -www.evoting.nsdl.com in our presence at 6:30 P.M. on April 3, 2015 at the office of the Scrutinizer.

Signature: 	Signature: 
Name: Suman Pandey Father Name: Shri V C Pandey Address: D 63, JFF complex, Jhandewalan, New Delhi 110 055	Name: Neha Sharma Father Name: Shri S K Sharma Address: H no 2255. Sector 13, New Housing Board Colony, Panipat New Delhi 132103