

Date: 29<sup>th</sup> September 2018

**BHARTIYA**  
FASHION

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  <b>NSE Symbol : BIL/EQ</b>	The General Manager, Listing Department, BSE Limited, Floor -25, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai- 400001 Fax - 022-22722037/39/41/61  <b>Scrip Code: 526666</b>
-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

BHARTIYA INTERNATIONAL  
LIMITED  
38, Sector 44  
Gurgaon 122 002  
New Delhi Capital Region  
India  
T +91 124 488 8555  
F +91 124 488 8500  
E bhartiya@bhartiya.com

CIN L74899TN1987PLC111744

www.bhartiya.com

Dear Sir/Madam,

**Sub: Scrutinizer Report**

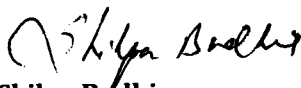
Please find attached the Scrutinizer Report on the ordinary and special resolutions passed at the Annual General Meeting of Bhartiya International Limited held on Friday, 28<sup>th</sup> September, 2018.

The above is for information and record please.

Thanking you,

Yours Sincerely,

**For Bhartiya International Limited**

  
Shilpa Budhia  
(Company Secretary)



### 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**

**31<sup>st</sup> Annual General Meeting of the Members of Bhartiya International Limited held on Friday, the 26<sup>th</sup> September, 2018 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 13<sup>th</sup> August, 2018 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 31<sup>st</sup> 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. 21<sup>st</sup> September 2018 were entitled to cast their votes by e-voting or voting at the AGM venue.
3. Voting through e-voting commenced at 9.00 a.m. on 25<sup>th</sup> September, 2018 and closed at 5.00 p.m. on 27<sup>th</sup> September, 2018 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 28<sup>th</sup> September, 2018 at 04 30 PM in the presence of 2 (two) witnesses, Mr. Amit Sharma and Mr. Naman Jain neither of whom are in the employment of the Company.
6. Based on the reports generated from NSDL's e-voting website [www.evoting.nsdli.com](http://www.evoting.nsdli.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**

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2018 AND THE REPORTS OF THE BOARD OF 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	1024	40	5232408	52	5233432	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	1024	40	5232408	52	5233432	100
Invalid Votes		0		2			2

**Item No. 2 - Ordinary Resolution**

TO DECLARE FINAL DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR 2017-2018.

	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	1024	40	5232408	52	5233432	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	1024	40	5232408	52	5233432	100
Invalid Votes		0		2			2



**Item No. 3 - Ordinary Resolution**

**TO APPOINT A DIRECTOR IN PLACE OF MR. RAMESH BHATIA (DIN: 00052320), 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	1024	39	4862158	51	4863182	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	1024	39	4862158	51	4863182	100
Invalid Votes		0		2			2

Votes of Related party are not considered for this Resolution.

**SPECIAL BUSINESS**

**Item No. 4 - Special Resolution**

**FOR AMENDMENT IN ARTICLES OF ASSOCIATION – AFFIXATION OF COMMON SEAL CLAUSE.**

	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	1024	40	5232408	52	5233432	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	1024	40	5232408	52	5233432	100
Invalid Votes		0		2			2



**Item No. 5 - Ordinary Resolution**

**FOR THE APPOINTMENT OF MR. ROBERT BURTON MOORE JR (DIN: 08108097) AS NON-EXECUTIVE 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	1024	40	5232408	52	5233432	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	1024	40	5232408	52	5233432	100
Invalid Votes		0		2			2

**Item No. 6 - Ordinary Resolution**

**TO APPROVE THE LIMIT OF REMUNERATION PAYABLE TO RELATED PARTY'S APPOINTMENT TO ANY OFFICE OR PLACE OF PROFIT - MR. ROBERT BURTON MOORE JR.**

	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	1024	40	5232408	52	5233432	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	1024	40	5232408	52	5233432	100
Invalid Votes		0		2			2



**Item No. 7 - Ordinary Resolution**

**APPOINTMENT OF MR. MANOJ KHATTAR (DIN 00694981) AS 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	1024	39	5212383	51	5213407	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	1024	39	5212383	51	5213407	100
Invalid Votes		0		2			2

Votes of Related party are not considered for this Resolution.

**Item No. 8 - Special Resolution**

**APPOINTMENT OF MR. MANOJ KHATTAR (DIN 00694981) AS WHOLE-TIME DIRECTOR, DESIGNATED AS WHOLE-TIME DIRECTOR & CFO.**

	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	1024	39	5212383	51	5213407	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	12	1024	39	5212383	51	5213407	100
Invalid Votes		0		2			2

Votes of Related party are not considered for this Resolution.

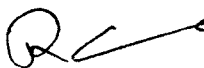



All the Resolutions stand passed under e-voting and poll with the requisite majority.

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.

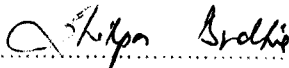
Thanking you  
Yours Sincerely

**RAVI SHARMA**  
SCRUTINIZER C. P. NO. 3868  
PARTNER, RSM & CO., COMPANY SECRETARIES,  
NEW DELHI

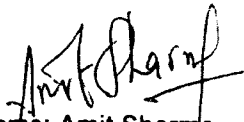
Date : 29.09.2018  
Place : New Delhi



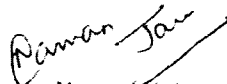


Signed by Ms. Shilpa Budhia, Company Secretary  
Authorized representative of Chairman of the meeting

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 28<sup>th</sup> September, 2018 at 04.30 P.M.



Name: Amit Sharma  
Address: D-63, JFF Complex,  
Jhandewalan, New Delhi- 110055



Name: Naman Jain  
Address: D-63, JFF Complex,  
Jhandewalan, New Delhi- 110055