BHARTIYA
FASHION

26th December, 2015

BHARTIYA INTERNATIONAL LIMITED
38, Sector 44
Gurgaon 122 002
New Delhi Capital Region
India
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E bhartiya@bhartiya.com

CIN L74899DL1987PLC026607

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The Vice-President, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, 5th 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**

SUB.: RESULTS OF POSTAL BALLOT AND SCRUTINIZERS' REPORT

Dear Sir,

Please find enclosed herewith the results of the Postal Ballot, approved by the Shareholder of the Company, along with the scrutinizers' report.

Kindly acknowledge receipt.

Thanking you
Yours Sincerely,
For Bhartiya International Limited

Shilpa Budhia
(Company Secretary)

Bhartiya International Limited New Delhi

Encl: a/a

RESULT OF THE POSTAL BALLOT

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Pursuant to the provision of the section 110 of the companies Act, 2013 read with Companies {Management and Administration) Rules, 2014, consent of the shareholders was sought by postal ballot by way of Special resolution under companies Act, 2013 for (i) Preferential issue of 7,00,000 warrants to Non-Promoter Group (ii) Shifting of registered office from Union Territory of Delhi to State of Tamil Nadu in pursuance to the provisions of Companies Act, 2013 as specified in the notice of postal ballot dated 9th December, 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 23rd December, 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 from Tuesday, 24th November, 2015 (9:00 a.m.) till Wednesday, 23rd December, 2015 (5:00 p.m.).

Resolution No. 1 - Special Resolution for Approval to issue and allot 7,00,000 no(s) of Warrants to Non-Promoter Group on a preferential basis

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	2894372	N.A.
Total Votes received through physical postal ballot mode	16	2853433	N.A.
Total Number of Invalid/Abstain Votes	NIL	NIL	N.A.
Total Number of Valid Votes	32	5747805	100.00 %
Total Number of Votes against the resolution	03	894	0.02 %
Total Number of Votes in favour of Resolution	29	5746911	99.98 %

Resolution No. 2 - Special Resolution for Shifting of the Registered office of the Company from Union Territory of Delhi to the State of Tamil Nadu.

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	2894372	N.A.
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For Bhartiya International Limited

A.K. Gadhok
Director
26.12.2015

Bhartiya International Limited New Delhi

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

SCRUTINIZER'S REPORT

The Chairman,
Bhartiya International Limited
E-52, New Manglapuri,
Mandi Road (Mehrauli)
New Delhi 110 030

Subject : Passing of resolutions through Postal Ballot pursuant to section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 – Report on e-Voting and Postal Ballots received manually.

Dear Sir,

1. I, Ravi Sharma, Practising Company Secretary, holding Membership Number FCS- 4468 and Certificate of Practice Number 3666, Partner of RSM & Co. Company Secretaries was appointed as Scrutinizer for the e-voting process as mentioned under Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014 ("The Rules") and for the postal ballots received manually pursuant to the resolution passed by the Board of Directors ("The Board") of Bhartiya International Limited ("The Company") at their meeting held on 9th November, 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 the resolution mentioned in the notice dated 9th November, 2015 sought to be transacted through postal ballot. National Securities Depository Limited had set up e-voting facility on their website, https://evoting.nsdl.com. The Company had uploaded all the items of the business to be transacted on the website of its Service Provider to facilitate their shareholders to cast their vote through e-voting.

3. As on the cutoff date there were 5660 Shareholders of the Company. The Postal Ballot Notice was sent in physical form to 3451 Shareholders and through email to 2209 Shareholders.

4. The Postal Ballot Notices contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

RSM & CO. CS New Delhi COMPANY SECRETARIES

5. The e-voting facility was kept open from 24th November 2015 @9.00 A.M. to 23rd December, 2015 @5.00 P.M.

6. Pursuant to Rule 20(3) (v) of Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published in Pioneer, English Newspaper and in Pioneer, Hindi Newspaper dated 20th November, 2015. The notice published in the newspaper carried the required information as specified in the Rule 20(3)(v) (a) to (g).

7. At the end of the voting period on December 23, 2015 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On December 24, 2015 the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Suman Pandey and Ms. Neha Sharma who acted as the witnesses, as prescribed in sub rule 3 (xi) of said Rule 20 of Companies (Management and Administration) Rules, 2014.

8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

9. Physical notices were sent to 3451 shareholders along with Postal Ballot Forms and self – addressed postage prepaid business reply envelope to those Members whose name(s) appeared on the Register of Members/ List of Beneficiaries as on 13th November 2015.

10. Particulars of all the postal ballot forms received from the Members have been entered in a electronic register separately maintained for the purpose.

11. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

12. The ballot box was opened on December 24, 2015 in my presence.

13. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the company/ List of Beneficiaries as on 13th November 2015.

14. All postal ballot forms received up to the close of working hours on December 23, 2015, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.

15. Envelopes containing postal ballot forms received after 23.12.2015 were not considered for my scrutiny.

16. I didn't find any defaced or mutilated ballot paper.

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As a Scrutinizer the report of the e-voting carried by the shareholders and physical postal ballots received were duly complied, the detail of which are as follows.

Resolution No. 1 – Special Resolution Approval to issue and allot 7,00,000 no(s) of Warrants to Non-Promoter Group on a preferential basis

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Resolution No. 2 – Special Resolution , Shifting of the Registered office of the Company from Union Territory of Delhi to the State of Tamil Nadu.

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
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I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to the Chief Financial Officer authorized by the Board to supervise the postal ballot process.

You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

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

Place : New Delhi
Dated: December 26, 2015

Witness : 1.		**Witness** : 2.
Signature	:	:
Name	: Suman Pandey	: Neha Sharma
Father's name	: Sh. V C Pandey	: Sh. S K Sharma
Address	: D-63, JFF Complex, : Jhandewalan-110055	: D-63, JFF Complex, : Jhandewalan-110055
Date	: December 26, 2015	: December 26, 2015