BHARTIYA FASHION

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

Ref.: BIL/SE/2026-27/32
Date: 29th September, 2026

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**

<u>SUB: SCRUTINIZER'S REPORT</u>

Dear Sir/Madam,

Please find enclosed the Scrutinizer's Report issued by M/s. RSM & Co. Company Secretaries, on e-voting process (remote e-voting & e-voting at Annual General Meeting) for resolutions passed at the 39th Annual General Meeting of the Company held on Monday, 28th September, 2026.

This is for your information and record.

Thanking you,

Yours Sincerely,

For Bhartiya International Ltd.

YOGESH KUMAR GAUTAM
Digitally signed by YOGESH KUMAR GAUTAM
Date: 2026.09.29 15:42:00 +05'30'

Yogesh Kumar Gautam
(Company Secretary cum Compliance Officer)

Encl.: a/a

RSM & Co.
Company Secretaries

2E/207, 2nd Floor, Caxton House,
Jhandewalan Extension, New Delhi-55
Tel : 011-23623813, 43709121
E-mail : contact@csrsm.com
rsmco121@gmail.com
Visit us at : www.csrsm.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Chairman,
BHARTIYA INTERNATIONAL LIMITED
56/7, Nallambakkam Village (Via Vandalur),
Chennai, Tamil Nadu- 600048

Name of the Company	BHARTIYA INTERNATIONAL LIMITED
Meeting	39th Annual General Meeting
Day, Date and Time	Monday, September 28, 2026 at 11:00 a.m. (IST)
Mode	Video Conferencing (VC) / Other Audio-Visual Means (OAVM) "VC/OAVM"

1. APPOINTMENT OF SCRUTINIZER

I, Ravi Sharma, Membership No. F4468, Partner of RSM & Company Secretaries was appointed as the Scrutinizer by the Board of Director at their meeting held on **13th August 2026** for the purpose of Scrutinizing the process of remote e-voting as well as the e-voting by members during the **39th Annual General Meeting** (AGM) of **Bhartiya International Limited** (**"the Company"**) held on **Monday, September 28, 2026 at 11:00 a.m. (IST)** through **"VC/OAVM"**.

Our responsibility as a Scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the voting on resolutions based on the reports generated from the electronic voting system.

2. DISPATCH OF NOTICE CONVENING THE AGM

2.1 Pursuant to relevant circulars issued by the Ministry of Corporate Affairs (MCA) for holding the AGM or other General Meetings of the members through Video Conferencing (VC) or Other Audio Visual Means (OAVM), the advertisements were published in **Makkal Kural - Tamil (Chennai edition), Mint - English (Chennai, New Delhi, Ahmedabad, Bengaluru, Hyderabad, Kolkata, Mumbai Editions)** on **September 3, 2026** specifying the date and time of the AGM, availability of the AGM notice on Company's website and website of the Stock Exchanges, manner of voting through remote e- voting or through e-voting during the AGM and dispatch of notice etc.

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2.2 The Company hosted the notice of AGM on its website, website of the National Securities Depository Limited (**"NSDL"**) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company for remote e-voting and e-voting at the AGM (Instapoll) and intimated the same to **BSE Limited** and **National Stock Exchange of India Limited** on **September 2, 2026.**

The Company informed that on the basis of the Register of members and the list of Beneficial Owners made available by Company's Registrar and Transfer Agent, MAS Services Limited **(RTA)** and the Depositories viz., National Securities Depository Limited **(NSDL)** and Central Depository Services (India) Limited **(CDSL)** respectively, the Company has sent the AGM Notice and Annual Report for the financial year 2025-26 on **September 2, 2026,** only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company/RTA/ Depositories.

Further, a letter providing weblink for accessing the Notice and Annual Report for the financial year 2025-26 was sent to those shareholders who have not registered their email address with the Company/RTA/ Depositories.

3. CUT-OFF DATE

The Voting rights were reckoned as on **Monday, September 21, 2026**, being the **Cut-off date** for the purpose of deciding the entitlement of members for remote e-voting and e-voting at the AGM.

4. REMOTE E-VOTING PROCESS

4.1 AGENCY

The Company has appointed **M/s National Securities Depository Limited ("NSDL")** as the agency providing the platform for remote e-voting and e-voting at the AGM.

4.2 REMOTE E-VOTING PERIOD

The remote e-voting platform was open from **Friday, September 25, 2026 (09.00 A.M. IST)** till **Sunday, September 27, 2026 (05.00 P.M. IST)** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the remote e-voting platform provided by "NSDL".

5. VOTING AT THE AGM

5.1 The members attending the AGM who had not already cast their vote by remote e-voting were allowed to exercise their right to e-voting at the Meeting. The members who had cast their vote by remote e-voting prior to the Meeting could attend the AGM but were not entitled to cast their vote again.

5.2 Accordingly, NSDL, the remote e-voting agency, provided us with the name, DP ID, Client ID/ folios and shareholding of members who have cast their votes through remote e-voting.

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6. COUNTING PROCESS

On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members during the AGM, on the **NSDL** e-voting platform and downloaded the results in the presence of two witnesses who were not in the employment of the Company and / or NSDL.

They have signed below in confirmation of the same.

Mr. Abhishek Gupta	**Ms. Vishakha Gupta**

7. RESULTS

7.1 Consolidated Results with respect to each item on the agenda as set out in the Notice of the AGM are enclosed herewith as an **Annexure-1**.

7.2 Based on the aforesaid results, we report that **3 (Three) Ordinary Resolution(s)** as set out in the **Item No. 1 to 3** and **7 (Seven) Special Resolution(s)** as set out in the **Item No. 4 to 10** of the **Notice of 39th AGM** have been passed with the requisite majority.

For RSM & Co.
Company Secretaries

RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
UDIN: F004468H001647771
Peer Review No. 7415/2025

Date : September 29, 2026
Place : New Delhi

29/09/2026

Countersigned by
~~Chairman of the Meeting/~~
Authorized Representative of Chairman

ANNEXURE-1

CONSOLIDATED REPORT

BHARTIYA INTERNATIONAL LIMITED

39TH ANNUAL GENERAL MEETING (AGM) HELD ON MONDAY, SEPTEMBER 28, 2026 AT 11:00 AM (IST)

ORDINARY BUSINESS

ITEM NO. 1: ORDINARY RESOLUTION

TO RECEIVE, CONSIDER AND ADOPT: (A) THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON; AND (B) THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, TOGETHER WITH THE REPORT OF THE AUDITORS THEREON.

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	170	7174395	14	1052183	184	8226578	99.9998
Voted against the resolution	10	18	0	0	10	18	0.0002
Total	180	7174413	14	1052183	194	8226596	100
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Therefore, the Resolution No. 1 has been approved with requisite majority.

ITEM NO. 2: ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MR. SNEHDEEP AGGARWAL (DIN: 00928080), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	169	7174295	14	1052183	183	8226478	99.9986
Voted against the resolution	11	118	0	0	11	118	0.0014
Total	180	7174413	14	1052183	194	8226596	100
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Therefore, the Resolution No. 2 has been approved with requisite majority.

SPECIAL BUSINESS

ITEM NO. 3: ORDINARY RESOLUTION

TO APPROVE THE LIMIT OF REMUNERATION PAYABLE TO RELATED PARTY'S APPOINTMENT TO ANY OFFICE OR PLACE OF PROFIT.

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	169	7174295	14	1052183	183	8226478	99.9986
Voted against the resolution	11	118	0	0	11	118	0.0014
Total	180	7174413	14	1052183	194	8226596	100
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Therefore, the Resolution No. 3 has been approved with requisite majority.

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COMPANY SECRETARIES

ITEM NO. 4: SPECIAL RESOLUTION

TO APPROVE THE LIMIT OF REMUNERATION PAYABLE TO MR. ROBERT BURTON MOORE JR. (DIN-08108097) OVER AND ABOVE OTHER NON-EXECUTIVE DIRECTORS.

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	169	7174295	14	1052183	183	8226478	99.9986
Voted against the resolution	11	118	0	0	11	118	0.0014
Total	180	7174413	14	1052183	194	8226596	100
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Therefore, the Resolution No. 4 has been approved with requisite majority.

ITEM NO. 5: SPECIAL RESOLUTION

TO APPROVE THE CONTINUATION OF DIRECTORSHIP OF MR. DEEPAK BHOJWANI (DIN:07351577) UPON ATTAINING THE AGE OF 75 YEARS.

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	169	7174295	14	1052183	183	8226478	99.9986
Voted against the resolution	11	118	0	0	11	118	0.0014
Total	180	7174413	14	1052183	194	8226596	100
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Therefore, the Resolution No. 5 has been approved with requisite majority.

ITEM NO. 6: SPECIAL RESOLUTION

TO APPROVE THE RE-APPOINTMENT OF MR. DEEPAK BHOJWANI (DIN:07351577) AS NON-EXECUTIVE INDEPENDENT DIRECTOR FOR SECOND TERM.

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	169	7174295	14	1052183	183	8226478	99.9986
Voted against the resolution	11	118	0	0	11	118	0.0014
Total	180	7174413	14	1052183	194	8226596	100
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Therefore, the Resolution No. 6 has been approved with requisite majority.

ITEM NO. 7: SPECIAL RESOLUTION

TO APPROVE THE RE-APPOINTMENT OF MR. NAVKIRAN SINGH GHEI (DIN: 09649188) AS NON-EXECUTIVE INDEPENDENT DIRECTOR FOR SECOND TERM.

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	169	7174295	14	1052183	183	8226478	99.9986
Voted against the resolution	11	118	0	0	11	118	0.0014
Total	180	7174413	14	1052183	194	8226596	100
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Therefore, the Resolution No. 7 has been approved with requisite majority.

ITEM NO. 8: SPECIAL RESOLUTION

TO APPROVE THE RE-APPOINTMENT OF MR. VIVEK KAPUR (DIN: 09678378) AS NON EXECUTIVE INDEPENDENT DIRECTOR FOR SECOND TERM.

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	169	7174295	14	1052183	183	8226478	99.9986
Voted against the resolution	11	118	0	0	11	118	0.0014
Total	**180**	**7174413**	**14**	**1052183**	**194**	**8226596**	**100**
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Therefore, the Resolution No. 8 has been approved with requisite majority.

ITEM NO. 9: SPECIAL RESOLUTION

TO APPROVE THE BORROWING LIMITS IN TERMS OF SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	169	7174295	14	1052183	183	8226478	99.9986
Voted against the resolution	11	118	0	0	11	118	0.0014
Total	**180**	**7174413**	**14**	**1052183**	**194**	**8226596**	**100**
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Therefore, the Resolution No. 9 has been approved with requisite majority.

ITEM NO. 10: SPECIAL RESOLUTION

AUTHORIZATION TO THE BOARD OF DIRECTORS UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

Particulars	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	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 favor of the resolution	169	7174295	14	1052183	183	8226478	99.9986
Voted against the resolution	11	118	0	0	11	118	0.0014
Total	**180**	**7174413**	**14**	**1052183**	**194**	**8226596**	**100**
Abstain Votes	-	-	-	-	-	-	-
Invalid Votes	-	-	-	-	-	-	-

Therefore, the Resolution No. 10 has been approved with requisite majority.

For RSM & Co.
Company Secretaries

RSM & CO. COMPANY SECRETARIES New Delhi

CS RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
UDIN : F004468H001647771
Peer Review No.: 7415/2025

Date: 29.09.2026
Place: New Delhi